



MEETING OF THE HSDC CORPORATION
13th DECEMBER 2023
COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS
AND REMOTE ACCESS VIA MICROSOFT TEAMS

M I N U T E S

Present:

Matt Atkinson
Mike Bateman
Stella Charman (*Associate Governor, in attendance*)
Clive Dobbin (Chair)
Lucy Flannery
Mike Gaston (Principal) – remote
Lorna Hayes
Elspeth Mackeggie Gurney
Kamlesh Pandya
Mike Tiller (Staff Governor) (*in attendance until item9(i)*)
Tony Wright

In attendance:

Dominic Asater – DP Finance & Facilities - remote
Richard Barlow – DP Curriculum
Leona Berry – VP OD&P
Mark Munro – Bishop Fleming, External Audit Service
Jackie Eays – Clerk to the Corporation

Total Membership: 18
Total vacancies: 1 (+1 sabbatical)
Total possible attendance: 16
Quorum: 8
Total present: 11 – meeting quorate
(67% attendance, excl. vacancies)

Minute Number	Minute	Action
HSDC CORP 61/23	Apologies for Absence & Welcome: All members were welcomed to the meeting, in particular, Mike Tiller (Staff Governor) who was attending his first meeting of the Board. Members noted that Mike was ‘in attendance’ until main agenda item 9(i) when his appointment would be confirmed. Apologies for absence were received and accepted from Simon Claridge, Romy Jones and Michael Thornton.	
HSDC CORP 62/23	Declarations of Interest – Members were reminded of their duty to declare an interest, financial or otherwise, in any item on the agenda, not previously declared. No member declared any conflict of interest with any item on the agenda which had not previously been declared.	
HSDC CORP 63/23	Minutes and Matters Arising from Previous Meetings: (i) Minutes of the special meeting of the HSDC Corporation held on 27th September 2023 - The Minutes of the special meeting of the HSDC Corporation held on the 27 th September 2023 were agreed as a true and accurate record and were signed by the Chair. (ii) Matters arising from the special meeting of the HSDC Corporation held on the 27th September 2023 – Members noted that all matters arising had been completed. (iii) Minutes of the special meeting of the HSDC Corporation held on the 18th October 2023 – The minutes of the special meeting of the HSDC Corporation held on the 18 th October 2023 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them. (iv) Confidential minutes of the special meeting of the HSDC Corporation held on the 18th October 2023 - The confidential minutes of the special meeting of the HSDC Corporation held on the 18 th October 2023 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them.	

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<p>HSDC CORP 64/23</p>	<p>Correspondence:</p> <p>(i) ESFA Letter dated 7th November 2023: HSDC College Financial Forecasting Return (CFFR) 2023 to 2025 – Members of the Board received a letter from the ESFA in respect of assessing the financial health of colleges. The College had submitted the CFFR for 22/23 to 24/25 which the ESFA had reviewed. It was noted that the appropriate assessment grade for HSDC, based on the financial plan submitted, was as follows:</p> <ul style="list-style-type: none"> - Good for 22/23 (the latest out-turn forecast year). - Good for 23/24 (the current budget year). <p>The Principal highlighted the fact that things had changed since the CFFR had been submitted in July 2023 and both of those assessment grades were now forecast to be ‘Requires Improvement’. He explained the rationale for the change and members noted that:</p> <ul style="list-style-type: none"> • The 22/23 position had changed due to an issue related to the rules of funding and creditors on the balance sheet which had significantly depressed the adjusted current ratio. • The 23/24 position had changed as a result of an additional 1% pay award which had been agreed in October 2023. The cost of the additional 1% pay award equated to £260k which had suppressed the EBITDA and pushed the College into ‘RI’. <p>Members of the Board reviewed and noted the contents of the letter and the current position.</p>	
<p>HSDC CORP 65/23</p>	<p>Chief Executive Reporting – Principal’s Update: <i>Lucy Flannery arrived during this item (15.50 hrs)</i></p> <p>Members of the Board had received the Principal’s Termly report which provided an update on key College developments, issues, initiatives and external influences. The Principal spoke to the report and advised members that it had been a much better start to the year with the Trade Dispute over pay now resolved, the benefits of relational practice showing dividends in respect of student behaviour, although it was acknowledged that it remained challenging at times and it was an interesting time politically as we moved towards a General Election. The Autumn term saw the completion of the College SAR and QIP process and he thanked Governors for the contribution and involvement in that important process.</p> <p>In presenting his report, the Principal drew the following key issues to members’ attention:</p> <ul style="list-style-type: none"> • Regional Update – A Governors’ collaborative event was being hosted by the South Hampshire College Group on the 1st March 2024 to explore how colleges in the region, individually and collectively, would implement the duty to review, consider the accountability statement review and, perhaps, identify opportunities for shared stakeholder engagement. • South Hampshire College Group (SHCG) & City of Portsmouth (CoP) College – The Principal outlined discussions that he continued to have, individually, with both SHCG and CoP College regarding future partnerships and collaboration. It was noted that a meeting between the Chairs, Vice-Chairs and Principals of CoP and HSDC had been arranged for January 2024. • LEPs – In August 2023, the Government announced that the functions, future programmes and responsibilities undertaken by Local Enterprise Partnerships (LEPs) on behalf of the Government, would transfer to Upper Tier Local Authorities from 1st April 2024. The Principal had received a letter from the leader of HCC stating that the functions would, therefore, transfer to Hampshire County Council as the accountable Upper Tier Local Authority. The Principal outlined the implications of this given there are currently two LEPs covering Hampshire. He also advised members that he had been invited to attend the Shadow Board as the Representative for Further Education as the Chair of the Hampshire Principal’s Group. • AoC Conference – The Principal had attended the AoC Annual Conference in November 2023 and he provided a summary overview of the event. In particular, he highlighted the fact that Julia Hobsbawm speaking on the workforce of the future and the impact of AI particularly interesting. 	

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	<ul style="list-style-type: none"> • Fiscal Statement – The Principal outlined the commitments the Prime Minister had made in his conference speech in November which had now been confirmed. This included £150m per year for re-sits for Level 2 students, money for new staff in colleges and the £40m to the Education Endowment Foundation for research into 16-19 learning. • COP28 – The Principal was delighted to report that an HSDC student had won the AoC Student of the Year Award for Green Commitment. He added that it was important to continue strong communication with our students and keep them updated on the excellent work the College was doing through its Environmental Sustainability Committee. • Minimum Service Level Agreements – Members were advised that the Secretary of State for Education had announced the launch of a consultation on minimum service levels in schools, colleges and universities that would apply during strikes. The Principal commented that he believed that the majority of staff did everything to minimize disruption to students if they made the decision to participate in strike action. <p>Members of the Board reviewed and noted the contents of the Principal’s Autumn Term Report.</p>	
<p>HSDC CORP 66/23</p>	<p>Chief Executive Reporting: Progress Review of Strategic Measures:</p> <p>Members of the Board received the first progress update of the academic year for the 2023/2024 Strategic measures. The Principal highlighted the fact that the measures had been presented to each of the Corporation Committees that had responsibility to monitor and review progress.</p> <p>In particular, he drew members’ attention to the following:</p> <ul style="list-style-type: none"> • People and Place - People Services had been through a very challenging time due to staffing gaps in the team. The Principal emphasised the fact that, despite that, due process had been followed, staff had been paid and there had been no increase in complaints. He commended the VP P&OD for her commitment and hard work during a difficult period. • Quality & Standards – Overall attendance was 90% and the College was still awaiting some work to update the Dashboard. Attendance for English and Maths was 75% and continued to be a challenge. • Financial Sustainability – The financial KPIs presented a mixed picture due to the reduced income. In particular, the staff cost to income ratio had increased but a Financial Improvement Plan was being developed to bring that back down again. • Community and Social Responsibility – Attendance rates for tutorial were noted as: <ul style="list-style-type: none"> - Havant 88% - Alton 81% - South Downs 88%. <p>Actions were in train to improve the Alton tutorial attendance through individual feedback to tutors on how to promote good attendance. Enrichment was increasing and there had been positive feedback from the student voice.</p> • Business and Innovation – Members reviewed and noted the full-time applications for 24/25 for each campus. <p>Members of the Board reviewed the key issues, challenges and risks associated with the 2023/2024 Strategic Measures and noted the current position.</p>	
<p>HSDC CORP 67/23</p>	<p>Risk Register – Top Ten Risks</p> <p>Members of the Board received the Top Ten risks facing the College for consideration and review. The Principal drew members’ attention to the ‘red’ risks which related to:</p> <ul style="list-style-type: none"> • B&I4: The College fails to increase its market share of Year 11 students as per the Marketing Strategy & Action Plan – The College was working hard to make up lost ground in respect of enrolments for 24/25. 	

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	<ul style="list-style-type: none"> • FS1: Cash Balances fall to an unsustainable level – Members were assured there were good controls in place to ensure this didn't happen with constant monitoring of current and future cashflows. • B&I3: T Level students do not achieve the required hours of industry placement during their 2 years – Members noted that progress had been made in hard-to-place sectors during 22/23 but this would become more challenging as numbers increased. <p>Members reviewed and noted the contents of the paper.</p>	
<p>HSDC CORP 68/23</p>	<p>Termly Report of the CQL Committee:</p> <p>The Board received the Termly Report of the CQL Committee which outlined the key issues which had been considered by the Committee at the meeting held on the 27th November 2023. Lucy Flannery (LF), Vice-Chair of the Committee, presented the report in the absence of Romy Jones, the Chair.</p> <p>LF drew members' attention to the following key issues:</p> <ul style="list-style-type: none"> • The SAR 22/23 and QIP 23/24 had been through a robust process and had been scrutinised at the committee and both documents were recommended for approval. • The Annual Safeguarding Report 22/23 was commended. LF highlighted the fact that it was an eye-opening document which provided insight into the issues being dealt with by staff on a daily basis. • Lesson Visits – Members were advised that this had been the first term of operation of the revised Lesson Visit Policy. This was a key component of the College's journey to 'outstanding' and members of the Committee hoped its holistic and developmental approach would reap rewards and improve outcomes as well as staff morale. The Committee were monitoring this closely. <p>During discussions, the following points were raised:</p> <p>(i) Lesson Visit Policy – Governors acknowledged that the key measure was the degree of CPD that teachers were engaging in which demonstrated they were participating in the process. The new approach to lesson visits had been received far more positively by the staff than the previous system.</p> <p>(ii) Safeguarding – Governors questioned whether, in view of the fact that the CAMHS service was expecting the College to support those students that didn't meet the threshold and the challenges that presented, was additional resource required. The VP SLQ responded by saying that, once students reached 18, they no longer qualified for support. The College's support was also threshold based and included a Counsellor on each campus and KOOTH, which was an online chat service. It was noted that KOOTH were excellent at sending messages and leaflets for use in Tutorials and they had recently sent a 2-week package of support. She went on to say that the College was not accessible over the Christmas holiday period, but students did have access to online support. She confirmed that the College was meeting student need, but the student preference was to receive a 6-week counselling package. However, it was just not possible to provide that for everyone. Governors questioned whether there was a financial constraint and the VP SLQ confirmed there was. She added that there was a Counsellor on each campus but there wasn't currently one in post at the Alton campus. The Chair extended thanks to the VP SLQ and the Director of Student Progress, Charlie Miller, for their outstanding work supporting HSDC students. Members acknowledged that they were very lucky to have them both.</p> <p>Members of the Board undertook the following:</p> <p>(i) Reviewed and noted the contents of the termly report.</p> <p>(ii) Formally approved the Self-Assessment Report 2022/2023 and the Quality Improvement Plan 2023/2024.</p> <p>(iii) Formally approved the Annual Safeguarding Report 2022/2023.</p>	
<p>HSDC CORP 69/23</p>	<p>Termly Report of the Student Committee</p>	

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	<p>Members of the Board received the Termly Report of the Student Committee which informed Governors of the work being undertaken by each Campus Based Student Union (CBSU) and the Student Parliament and the progress which had been achieved since the last report in July 2023.</p> <p>The Chair of the Committee, Stella Charman (SCh) drew the following key points to members' attention:</p> <ul style="list-style-type: none"> • Alton Climate Action Network Group – The Alton CBSU had met with the ACAN Group to discuss environmental measures the SU could take. They had been keen to learn what the College was doing in respect of promoting green ideas and the SU sought clarification on the action the College was taking in respect of promoting sustainable transport and its energy practices etc. It was clear that students were not aware of the great deal of work that had taken place through the Environmental Sustainability Committee (ESC). Members had agreed that it was important for this work to be communicated to the student body. It was understood that the DP Finance & Facilities had already met with ACAN to outline the work of the College in this area. It was agreed that a way in which students could be briefed and engage in the work of the ESC should be explored. • Student Union Constitution – Members were advised that there was a focus on the SU Constitution which was currently under review and the way in which finances were managed. The Constitution required updating in the light of changes in the past 12-months and to make it more student-friendly and inclusive. It was envisaged that the new Constitution would be finalised next term. The Chair added that the SU Officers had been active but attendance at committees had been inconsistent. Members acknowledged that committee meetings in general were not particularly attractive to students. <p>The Board reviewed and noted the contents of the Student Committee Report.</p>	
<p>HSDC CORP 70/23</p>	<p>Report of the Audit Committee:</p> <p>Members of the Board received the Report of the Audit Committee from the meeting held on the 30th November 2023. In the absence of the Chair and Vice-Chair of the Audit Committee, the DP Finance & Facilities spoke to the report and drew the following key issues to members' attention:</p> <ul style="list-style-type: none"> • Financial Statements 22/23 – The key item considered at the meeting had been the Financial Statements 22/23 and the Key Issues Discussion Document (KIDD) which was presented by Mark Munro from Bishop Fleming, the External Auditor. The key messages around the Financial Statements 22/23 were: <ul style="list-style-type: none"> - It was a relatively healthy financial year. Despite a financial health grade of 'R1' the College had an EBITDA just shy of £1.7m. - Staff pay to income ratio was 69% (FEC benchmark 70%). - The College was a going concern and the report included in the FS PDF pack outlined the rationale for that. - An unmodified opinion had been provided by Bishop Fleming. The FS were deemed a true and fair view and there were no material uncertainties. - No issues had been raised under the Regularity audit. - There had been 3 minor control weaknesses identified which would be or already had been actioned. - A completely clear audit for the second year in a row. • Internal Audit Annual Plan 23/24 – The Committee had considered the IA Annual Plan and provided feedback. Members had suggested changes in the light of the commentary around IT cyber security and the absence of an IT Director. The plan had been adjusted to include a review of IT. The Committee also considered whether there was sufficient focus on Safeguarding but recognised that the College undertook an annual safeguarding review which was submitted to Hampshire County Council and the VP SLQ had commissioned an independent review in the last 12-months. <p>Members of the Corporation reviewed and noted the contents of the Audit Committee Termly Report and undertook the following:</p>	

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	<ul style="list-style-type: none"> Reviewed the contents of the report and noted the key issues discussed at the Audit Committee meeting held on the 30th November 2023. Noted the conclusions of the Key Issues Discussion Document (KIDD - Management Letter) from Bishop Fleming, External Audit Service Provider, in respect of the Financial Statements 2022/2023. Noted the conclusions of the Annual Report on Risk Management to inform the Board's view of the overall internal control framework. Formally approved the Internal Audit Strategy Document 2023/2026 and Annual Plan for 2023/2024 including the amendments as recommended by the Audit Committee. Noted the conclusions of the Annual Report of the Audit Committee, to inform the Board's view of the overall controls framework and formally approved it for onward transmission to the ESFA with the Financial Statements. Noted and accepted the Internal Audit Annual Report 2022/2023 from TIAA. 	
<p>HSDC CORP 71/23</p>	<p>The Audit Findings Report from Bishop Fleming: <i>(Mark Munro from Bishop Fleming, External Audit Service, joined the meeting for this item)</i></p> <p>The Chair welcomed Mark Munro (MM), Bishop Fleming, to the meeting and invited him to present the Key Issues Discussion Document (KIDD) for the year ending 31st July 2023.</p> <p>MM stated that the KIDD had been considered by the Audit Committee at its meeting in November 2023. This was the second year Bishop Fleming had been the College's External Auditors and he was pleased to report that the process had gone very smoothly. Therefore, subject to finalising routine elements, Bishop Fleming had issued an unmodified audit opinion and Regularity audit.</p> <p>MM provided a highlevel summary of the KIDD and drew the following key points to members' attention:</p> <ul style="list-style-type: none"> Audit Risks – MM referred members to Section 4 of the report which outlined a number of risks that were considered to be of particular significance and some which were considered heightened, and which related to: <ul style="list-style-type: none"> Significant: <ul style="list-style-type: none"> Management override of controls – MM explained what this meant and why it was deemed an area of significant risk. He confirmed that the College's day-to-day controls were robust and no issues had come to light to give any cause for concern. Revenue recognition – MM confirmed that external audit did not rely on ESFA funding statements but undertook substantive testing of MIS. He confirmed that there was no cause for concern and no material errors to the income recognised. Heightened: <ul style="list-style-type: none"> Accounting for capital projects and capital grant funding – MM explained that this related to the timing of capital projects and what period they had been recognised and capital grants and how they had been deferred and over what period recognised. MM confirmed that no issues had been identified during the review. Pension assumptions – MM confirmed that variances in the pension position had shifted significantly over the last 2 years. He went on to say that Bishop Fleming had benchmarked the key assumptions against other rates being used across their client base and they had identified that the increases in the discount rate and the CPI assumption was consistent with other clients. No material errors had been identified. <p>MM confirmed that the audit work had been satisfactorily completed on each of the areas outlined above and there were no issues of concern to bring to the Committee's attention.</p> <ul style="list-style-type: none"> Managing Public Money – MM reminded members that the year ended 31 July 2023 represented the first in which the College had been required to adhere to the Managing Public Money (MPM) regulations. The key areas of change were outlined on page 8 of the report. MM outlined the work which had been completed and confirmed that nothing had come to light which indicated that the College had not complied with the regularity requirements of MPM. Audit Adjustments – MM confirmed that there had been no adjustments made in respect of the audit findings and there were no unadjusted items either. 	

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	<ul style="list-style-type: none"> • Management Letter points and internal control systems – MM referred members to Section 9 which outlined the internal control points discussed at the audit close meeting and provided a rag-rated assessment. MM confirmed that none of the issues identified had been considered significant or would have a material impact on the Financial Statements. The issues identified were as follows: <ul style="list-style-type: none"> - IT controls and changing passwords regularly for greater security. - MIS procedures. - Fixed asset register – a legacy issue from previous merger. - Finance system. - Business Continuity Plan. <p>MM concluded by saying that the points raised above were a reflection of the smoothness of the audit process and the controls that were in place. The Chair thanked Mark Munro for his presentation. There were no points of clarification or questions from members and MM left the meeting (16.42 hrs).</p> <p>Members of the Board formally approved the Key Issues Discussion Document (KIDD) from Bishop Fleming.</p>	
<p>HSDC CORP 72/23</p>	<p>Termly Report of the Finance & Estates Committee:</p> <p>Members of the Board received the Report of the F&E Committee from the meeting held on 22nd November 2023. The Chair of the F&E Committee presented the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> • Management Accounts – Cash balances in the Management Accounts had been separated out between operating cash and capital cash which made it easier for Governors to see the true picture. • Financial Statements – The Committee had been delighted with a completely clean audit for the second year in a row. This provided great confidence to Governors. Thanks were extended to the DP F&F, the Finance Manager and the whole Finance team for another excellent outcome. • Nurseries – A piece of research work had been requested by the Committee to seek to make the nurseries financially viable as they continued to be a financial drain on the College. The Chair added that it was key to consider a structure that allowed the nurseries to be viable as the pension costs currently made it unsustainable. • SU Accounts – The Chair highlighted the fact that there was an ongoing issue in respect of the SU Accounts related to the removal of retrospective transport costs which had been assigned to the SU budgets and the payment of charity monies. As a result, it was agreed that the SU Accounts would not be approved until these issues had been resolved and once finalised, they should be presented to a future meeting of the Board. <p>Members of the Board undertook the following:</p> <ol style="list-style-type: none"> Formally approved the Annual Report and Financial Statements for the year ended 31 July 2023 for HSDC. Formally approved the Key Issues Discussion Document (KIDD), Letters of Representation for the Financial Statements Audit and Regularity Assurance matters for HSDC. Formally approved the Regularity and Propriety Self-Assessment Questionnaire for HSDC. Agreed that the Student Union Accounts for the year ended 31st July 2023 would not be approved until the issues related to transport costs and charity monies had been resolved. Formally approved the updated H&S Policy and the Annual H&S Report 2022/2023 as recommended by the F&E Committee. Reviewed and noted the other issues discussed, as outlined in the Termly Report. 	<p>Action: Finance Manager /Clerk</p>
<p>HSDC CORP 73/23</p>	<p>Management Accounts for the period ended 31st October 2023 (Period 3):</p> <p>The Board reviewed and noted the October 2023 Management Accounts. The following key points were brought to members' attention:</p> <ul style="list-style-type: none"> • The College had budgeted to deliver a £772k surplus in 23/24 (including the costs of depreciation and interest), and an EBITDA surplus of £763k. 	

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	<ul style="list-style-type: none"> At the 31st October 2023, the College was projecting it would out-turn the 23/24 financial year with a £1.017m deficit and a surplus EBITDA of £518k. This was due to a reduction in earnings of £245k against its original budget arising from a £1.255m increase in 16-19 study programme funding more than offset by an agreement to increase pay by c.5%. The Financial Health of the College was forecast to out-turn as 'Requires Improvement'. The cash balance held by the College at 31st October 2023 was £6.2m of which £4.1m was operational and £4m was on deposit. The College estimated it would hold £3.6m of operational cash at 31st July 2024 (excluding any cash receipt from the land sale at South Downs). <p>Members of the Board reviewed the contents of the Management Accounts (period 3) and noted the current position.</p>	
74/23	<p>Budget 2024/2025 and Financial Improvement Plan:</p> <p>Members of the Board received a confidential paper on the Budget 2024/2025 and Financial Improvement Plan. Due to the confidential nature of the contents of this report and the related discussions, this item is recorded as a separate confidential minute for Governors only.</p>	
HSDC CORP 75/23	<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 4th December 2023. In the absence of the Chair, Simon Claridge, Mike Bateman (MB), the Vice-Chair, spoke to the report and provided a brief summary of the discussions which had taken place at the recent ESG meeting.</p> <p>In particular, he drew members' attention to the following:</p> <ul style="list-style-type: none"> There were a significant number of projects currently in progress which were being extremely well managed and advised on by Peter Marsh Consulting. Master Planning – The master planning work required the educational vision for each campus to be defined. The ESG had agreed that the educational vision was a Board matter. It was intended to bring the finalised Master Plan/Estates Strategy document to the Board in the New Year. Post-16 Capacity Fund – New Build – The new build project at the Havant campus was at a crucial stage. The planning application had been submitted and was now in the hands of the planning authority. A&B Cladding Project – The cladding project was part of the FECTF project list to address the condition of the facades, to make them more energy efficient and to improve them aesthetically. This project would provide a significant difference to the appearance of the campus. Havant Hockey Club – The College was not far off an impasse with the Hockey Club on this matter. The College had written to HHC in December 2022 to propose an option to purchase freehold, the eastern part of the Havant site. HHC had supported this proposal but, ultimately, the project was dependent on the value placed on the piece of land. The Club were asked for their view on the value of the land so that negotiations could commence. Feedback from HHC confirmed that they would not be able to commit to a proposal that involved a land price in excess of £1m. Members of the ESG had not felt it was appropriate to make a decision in the absence of the Principal and, therefore, it had been agreed that the Chair would discuss this matter with him when appropriate. The Chair confirmed that this would take place at his next 1:1. Summer Refurbishment 2023 – The summer 2023 refurbishment had achieved practical completion in October 2023. The College was now moving on to the next stage which was the refurbishment of the second floor of the main building on the South Downs campus which would take place in the summer 2024. Land Sale – PfP had an aspiration for their planning application to go to committee in February/March 2024 with a view to start on site in the Summer of 2024. Alton campus – The LSIF project was a major refurbishment of the Beacon Building which was being funded by the M3 LEP LSIF. This was an exciting project which would 	

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	<p>see the College house a new curriculum initiative involving industries related to space, Maths and technology.</p> <p>Members of the Board reviewed the contents of the report and noted the progress achieved to date in the delivery of the Estates Strategy.</p>	
<p>HSDC CORP 76/23</p>	<p>Termly Report of the HR Committee:</p> <p>Members of the Board received the Termly Report of the HR Committee from the meeting held on 20th November 2023. The Chair of the Committee, Lorna Hayes (LH), drew the following points to members' attention:</p> <ul style="list-style-type: none"> • Retention for Student-Facing Staff – An onboarding programme for new staff, especially teachers, had been introduced to reduce first year leavers. All new staff had monthly check-ins to identify early concerns and what was going well. Feedback to date indicated that the support system for new starters was strong. • Targeted Retention Strategy had been developed to address recruitment gaps and improve retention of student-facing staff to enhance the overall student experience. Overall, recruitment had been positive and had improved which had led to fewer vacancies compared to the previous year. Turnover was being monitored monthly and actions adapted as required. • Disrupted teaching through cancelled classes – The Committee had requested that a report be developed which outlined cancelled classes and those that had subject specialist cover and non-specialist cover. It was agreed that the report, once available, would be provided to the HR Committee and the CQL Committee as it impacted quality and outcomes. • Anti-Racism – There had been a discussion about anti-racism and the working currently going on to take this forward. Members agreed that it was important to be clear about the narrative in as much as the College had taken the decision to move from being 'not racist' to anti-racist and it was important to make that key distinction very clear. The College was not just reacting but actively promoting anti-racism. <p>Members of the Board reviewed and noted the contents of the HR Committee Termly Report.</p>	
<p>HSDC CORP 77/23</p>	<p>Termly Report of the Search & Governance Committee:</p> <p>Members of the Board received the Termly Report of the Search & Governance Committee from the meeting held on the 19th October 2023. The Chair of the S&G Committee, Tony Wright, spoke to the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> • AoC Code of Good Governance – The Committee had received the new FE Code of Good Governance which had been published in September 2023 and members had discussed ways in which the Board could use the document to measure its performance as part of the annual self-assessment process. Members of the Committee had considered the template provided at the back of the Code and there had been mixed views amongst members about whether the template should be used as provided or adapted to suit individual need. It was agreed that the Clerk would seek the views of other Clerk colleagues on this matter. • External Board Review (EBR) – The Board was required to complete an EBR in 2024. The Committee considered two proposals. It was clear that both firms could do a good job but members agreed that, due to her extensive experience of EBRs, having been involved in the pilot scheme as a National Leader of Governance (NLG) and having now completed 12 reviews and been engaged to carry out a further 5, Shirley Collier was recommended as the preferred EBR reviewer. <p>Members of the Board:</p> <ol style="list-style-type: none"> (i) Reviewed the contents of the report and noted the current membership position as outlined in Appendix A to the paper. (ii) Formally confirmed the appointment of Mike Tiller and Helen Read as Teaching Staff Governor and Support Staff Governor respectively, to serve for a 3-year term of office 	

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	<p>from 13th December 2023 to 12th December 2026 or until they ceased to be a member of staff, whichever came soonest.</p> <p>(iii) Formally approved the Membership of Corporation Committees for 23/24 as outlined in Appendix B to the paper.</p> <p>(iv) Formally endorsed the Governors' Training Programme for 23/24 outlined in Appendix C to the paper.</p> <p>(v) Formally approved the recommendation that Shirley Collier Consulting be appointed to facilitate the External Board Review to be completed in the Summer term 2024.</p> <p>(vi) Members reviewed and noted the other issues considered by the Committee as outlined in the report.</p>	
<p>HSDC CORP 78/23</p>	<p>Annual Report of the Search & Governance Committee 2022/2023</p> <p>Members of the Board had received the Annual Report of the Search & Governance Committee 2022/2023 for consideration and review. As part of the annual review and evaluation cycle completed in June 2020, the Committee had agreed to establish an Annual Report of the Search & Governance Committee to outline the key issues considered and summarise the work of the Committee during the year to provide a formalised channel for discussion and query at Board level.</p> <p>Members of the Board reviewed and endorsed the Annual Report of the Search & Governance Committee 2022/2023.</p>	
<p>HSDC CORP 79/23</p>	<p>Recognition and Reward:</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>Members of the Board considered the nominees for the Autumn Term Award and agreed to make the award to Jen Couzens.</p>	<p>Action: Clerk to notify PS</p>
<p>HSDC CORP 80/23</p>	<p>Governor Links Termly Report – Autumn 2023:</p> <p>Members were aware that all Governors had been assigned as a 'Link' to an area across all 3 campuses with a named Link Manager and an ELT Lead. The Board have continued with the structured approach to Link Area visits with arrangements being made for Governors to attend at least ONE visit per term. Prior to each visit, Governors are provided with an informal 'Feedback' form to complete which is then presented to ELT for review. In addition, the ELT had established a standing agenda item for each meeting for any impact of governance to be identified and recorded. The Clerk highlighted the importance of measuring the impact of Link Governor activity and this was an area that continued to be developed.</p> <p>Members of the Board received and noted a report which outlined the governor activity during the Summer term 2023. It was noted that there had been significant activity across the whole College during the term which had included:</p> <ul style="list-style-type: none"> • Attendance at staff development sessions on relational practice. • Online UCAS training. • Interviews for Head of TLQ. • Enterprise M3 Annual Conference. • SAR/QIP presentation meetings. • AoC C&Q Committee Chairs' Network meeting. • IoT Opening Event. • Business Breakfast. • Learning walks at all 3 campuses. • Mock Inspection. • AoC Finance & Audit Committee Chairs' Network meeting. 	

Minute Number	Minute	Action
	<ul style="list-style-type: none"> • Student focussed feedback session at South Downs campus. • Link Governor visit to curriculum area. • Business Christmas Networking lunch. • Attendance at HE Advisory Group (HEAG). <p>The Clerk emphasised the importance of completing feedback forms following learning walks or link governor activity. She advised members that completed forms were presented to the ELT for consideration and discussion and any actions arising from the feedback was recorded in the ELT minutes to evidence the ‘impact of governance’. In addition, it was noted that the ELT had established a standing agenda item for each meeting for any impact of governance to be identified and recorded.</p> <p>Members discussed the recent Student Feedback session which had taken place at the South Downs campus and the following points were raised:</p> <ul style="list-style-type: none"> • Local Threats and Prevent – Governors expressed concern that, yet again, students had not been able to respond confidently about local threats. Governors accepted that students may know about local threats and Prevent but they weren’t able to articulate it. The VP SLQ assured members that the College had worked hard on this area and was on top of it. These areas had been included in the Tutorial Programme and students were able to talk about right wing extremism and county lines too. The issue was the fluency in responding when asked. The VP SLQ stated that the College would continue to push this agenda with the students to ensure they knew how to keep themselves safe. • Tutorial Programme – Governors expressed concern about the comments received in connection with the tutorial programme. The Chair added that this had also been raised at the Student Committee. Governors were interested to see what was being delivered to students as the student voice feedback seemed to present a mixed picture. • Queues at lunchtime – Governors questioned the actions in train to address the long queues at lunchtimes as this issue had been raised by students before. The DP Curriculum responded by saying that, originally, all students were on the same lunch break, it had been terrible, and it was changed. He went on to say that the lunch times were now staggered but there was a period of ‘overlap’ which meant that, during that period, it was busy in the refectory. He advised members that he was happy to look again at the extent to which lunchtimes were being staggered. He went on to say that there was more the College could do to spread the timetable more evenly over the week and this would be looked at again too. • Problem with ProPortal and UCAS forms – Nursing Students had provided feedback that there had been an issue with UCAS forms not being sent and, as a result, this had impacted students getting their first choice. Governors sought assurance that ProPortal was now working properly and those problems had been overcome. The DP F&F questioned whether this had been a recent concern as there had been some issues a few weeks previously, but they had not affected the ability to submit UCAS forms. The VP SLQ explained that this related to Nursing and Midwifery where offer interviews were on a first come first served basis. She went on to say that ProPortal had been operational again the same day but students had been impacted by the time that had lapsed. The College need to advocate for those students and explain the delay. <p>Post minute note: UCAS had confirmed that they had built in an equal consideration deadline which meant places for degrees which required interviews as a selection criterion, such as Nursing, had places reserved for applicants in late January. This meant there was equal consideration for all applications received before the 31st January UCAS deadline. The students had been reassured of this to prevent them from panicking and to ensure they could focus on their learning to achieve their predicted grades.</p> <p>Governors questioned who was monitoring all the actions coming out of the student feedback sessions and who was driving it forward. It was noted that all the feedback was shared with the Executive, and they were responsible for implementing actions for their own individual areas of responsibility.</p>	<p>Action: DPC Action: DPC</p>

Minute Number	Minute	Action
	Members of the Board reviewed the contents of the report and noted that there had been significant Governor activity during the Autumn Term 2023.	
HSDC CORP 81/23	Report from Board Champions: The Vice-Chair, Tony Wright advised members that, as Board Champion for Skills, he was attending a termly briefing session with the DP Curriculum to go through the Skills agenda in a bit more detail.	
HSDC CORP 82/23	Report of the Remuneration Committee meeting held on the 6th November 2023: <i>Staff and Student Governors and Executive Officers left the meeting at this point.</i> External Governors and the Principal received the Termly Report of the Remuneration Committee. Due to the strictly confidential nature of the content of the report and the related discussions, this item is recorded as a separate strictly confidential minute for Governors who are not Staff and Students only.	
HSDC CORP 83/23	Annual Report of the Remuneration Committee 2022/2023 External Governors and the Principal had received the Annual Report of the Remuneration Committee 2022/2023. Members were reminded that the College had adopted the voluntary Code of Good Governance for English Colleges (The Code) in 2015 and had agreed that the key elements of the Code would be enshrined within the work of the Committees. In December 2018, the Code had been expanded to include a specific Code on the Remuneration of Senior Post Holders. The Code made reference to the publication of an Annual Report on Senior Post Holder's Remuneration and the Board had agreed to adopt this development at its meeting in July 2019. The purpose of the Annual Report was to provide an annual statement to the full Corporation of the Remuneration Committee's activities during the academic year, including: (i) A list of Senior Post holders within the remit of the Remuneration Committee. (ii) The College's policy on the remuneration of Senior Post holders. (iii) Consideration of the Annual Remuneration Statement for inclusion on the College's website. (iv) The College's policy on income derived from external activities. (v) The pay multiple of the Principal/Chief Executive and the median earnings of the organisation's whole workforce, illustrating how that multiple had changed over time and to provide an explanation if it was significantly above any published average. (vi) The choice of comparator college(s)/organisation(s). (vii) An explanation of any significant changes. Members of the Board reviewed and endorsed the Annual Report of the Remuneration Committee and the Annual Remuneration Statement for the 2022/2023 academic year.	
HSDC CORP 84/23	Urgent Business – No urgent business had been notified to the Chair.	
HSDC CORP 85/23	Date of next meeting – The date of the next meeting was noted as 27th March 2024 at 16.45 hrs. Members were reminded of the Governors' training session and Special Corporation meeting (if required) on the 31 st January 2024.	

The Chair thanked everyone for their efforts and engagement with the College during the term. There being no other business, he closed the meeting at 17.45 hrs

Signed:

Date:.....