



**MEETING OF THE HSDC CORPORATION
HELD ON WEDNESDAY 10TH JULY 2024
COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS AND
REMOTE ACCESS VIA MICROSOFT TEAMS**

M I N U T E S

Present:

Xin Austin (remote access)	Lorna Hayes
Mike Bateman	Elspeth Mackeggie Gurney (remote access)
Stella Charman (Associate Governor)	Kamlesh Pandya
Simon Claridge	James Stefanaras (Student Governor)
Clive Dobbin (Chair)	Mike Tiller
Yvanna Kenfack Donfack (Student Governor)	Tony Wright (Vice-Chair)
Lucy Flannery	
Mike Gaston (Principal)	<i>(vacancies 3 x external Governors (LM, MA, MT))</i>

In attendance:

Dominic Asater – DP Finance & Facilities (remote access)
Richard Barlow – DP Curriculum
Leona Berry – VP Organisational Development & People (remote access)
Shirley Collier – Shirley Collier Consulting, EBR Facilitator (remote access)
Suki Dhesi – VP Students, Learning & Quality (remote access)
Jackie Eayrs – Clerk to the Corporation

Total Membership	18
Total vacancies	3
Total possible attendance	15
Quorum:	8
Total Present:	13 - meeting quorate (87% attendance excl. vacancies)

Minute Number	Minute	Action
HSDC CORP 26/24	Annual Election of the Chair and Vice-Chair of the Corporation for 2024/2025: Nominations had been received in advance of the meeting. The Clerk reported that only one nomination had been received for both the Chair and Vice-Chair. As a result, Clive Dobbin and Tony Wright were elected as Chair and Vice-Chair of the Corporation respectively for the 2024/2025 year.	
HSDC CORP 27/24	Apologies for Absence & Welcome: All members were welcomed to the meeting. In particular, the Chair welcomed the two new Student Governors, Yvanna Kenfack Donfack and James Stefanaras to their first meeting of the Board. Members noted that they would both be in attendance until agenda item 11(i) when their appointment to the Board would be confirmed. Apologies for absence were received and accepted from Romy Jones and Helen Read.	
HSDC CORP 28/24	Declarations of Interest - No member declared any conflict of interest with any item on the agenda which had not previously been declared.	
HSDC CORP 29/24	Minutes and Matters Arising from Previous Meetings:	

	(i) Minutes of the meeting of the HSDC Corporation held on the 27th March 2024 - The Minutes of the meeting of the HSDC Corporation held on the 27th March 2024 were agreed as a true and accurate record and were signed by the Chair. (ii) Confidential minutes of the meeting of the HSDC Corporation held on the 27th March 2024 – The confidential minutes of the meeting of the HSDC Corporation held on the 27th March 2024 were agreed as a true and accurate record and were signed by the Chair. (iii) Matters Arising from the minutes of the meeting of the HSDC Corporation held on 27th March 2024 – Members noted that all matters arising had been completed.	
HSDC CORP 30/24	Correspondence: (i) ESFA Letter dated 22nd April 2024: HSDC Financial Statements Review 2022 to 2023 and Financial Dashboard – Members reviewed and noted the contents of the ESFA letter dated 22nd April 2024 which confirmed the financial health grade of the College for 2022/2023. Following a review of the College’s audited financial statements and finance record the ESFA had concluded that the College’s financial health grade for 2022/2023 was ‘Requires Improvement’. The Principal reminded members that this information had been shared and considered by the F&E Committee in some detail. In addition, members reviewed and noted the ESFA Financial dashboard information for April 2024 which included key performance indicators measured against target and sector benchmarks and allowed Governors to compare the College’s financial performance to ensure financial sustainability and solvency.	
HSDC CORP 31/24	Chief Executive Reporting – Principal’s Summer Term Report: The Board received the Principal’s Termly report which informed the Board of general College developments, issues, initiatives and external influences. The Principal began by saying that his report had been written before the outcome of the general election was known and, therefore, he had provided a summary of a number of party manifestos. He went on to say that, given the result, it was now key to consider the details of the Labour manifesto and the pledges they had made during their campaign. He advised members that Bridget Phillipson was the new Secretary of State for Education, and he provided some insight into the key areas of focus which included: • Establishment of a new body ‘Skills England’ – he commented that it was important to keep an eye on how this developed as the creation of an additional ‘quango’ would provide further challenge when seeking clarity. • A focus on Early Years. • More teachers in schools and colleges with a new advertising campaign. • Reformed Ofsted agenda – working alongside regional improvement teams. • Careers advisors. • New skills landscape and reform to the Apprenticeship levy. • A review of the FE and HE remit and the potential for them to come together. The consideration for FE colleges was whether to be aligned with HE or schools and it was acknowledged that there were pros and cons to both. The Principal emphasised the fact that, whatever the outcome, it was important to ensure FE had a strong voice into both arenas. He went on to say that he served as a Governor on the Board of Solent University and he was seeing their challenges first hand. The Principal added that there was a lot going on and there would be a lot of discussion within the next 6 months. The Principal advised members that he had met with Fiona Wilmott, the Deputy Director of the ESFA, the day before and although she was no longer an ESFA regional contact she had a strong interest and was a supporter of HSDC and she had been keen	

	to have an update on how the College was progressing whilst also sharing what had been happening in the DfE during the week. The Chair invited questions from members and the following points were raised: (i) The new Home Secretary was Yvette Cooper who was an Alton College Alumna. It was suggested that the Principal invite her to visit the College. (ii) The Labour candidate for Havant had lost by 92 votes. Members were aware that the candidate was a member of HSDC staff. The Principal advised members that he had written to her to congratulate her on her campaign whilst continuing to support students. (iii) Capital Projects – Governors expressed the view that it was important to communicate with staff and the wider community about the capital projects and the level of investment taking place across the College. The Principal agreed that sharing this information both internally and externally was important. He also added that the timing of the communication was key, and the Director of Marketing and Admissions and her team would put together a plan to share this information. (iv) BeHeard Survey Outcomes – Governors requested that once the action plan arising from the BeHeard Survey outcomes had been developed, that it be circulated to the members of the HR Committee via email rather than wait until the next HR Committee meeting at the end of November 2024. Members of the Board reviewed and noted the contents of the Principal’s Summer Term Report.	Action: Principal Action: DoM&A Action: VP OD&P
HSDC CORP 32/24	Chief Executive Reporting: Final Progress Review of Strategic Measures 2023/2024 & Review of annual strategic objectives for 2024/2025: Members of the Board received a paper on the Strategic Plan (Drive to 25) Update which: • Provided an assessment on progress of the College’s performance against the strategic objectives 2023/2024; and • Sought Board endorsement of the measures and targets for 2024/2025 to ensure further progress was achieved. The Principal commented that it was disappointing but not surprising to see the ‘amber’ rag rating for the financial KPIs but the Financial Improvement Plan would address this. He also reminded members of the opportunity provided at the Governors’ May Conference for Governors to fully contribute to the review and development of the 2024/2025 strategic objectives and, as a result, they would be very familiar to the Board. He commended them to the Board for approval. Members reviewed and noted the progress which had been achieved during 2023/2024 and formally approved the strategic measures for 2024/2025 as outlined in the paper.	
HSDC CORP 33/24	HSDC Top Ten Risks - Members of the Board received the top ten risks facing the College. The Principal spoke to the report and drew members’ attention to the two high ‘red’ risks: • B&I 4: The College fails to increase its market share of Year 11 students as per the Marketing Strategy & Action Plan – The Principal advised members that securing the market share of Year 11s at the Alton campus was an issue. He went on to say that the impact of the excellent work currently being done by Ashley Grute would not be seen until enrolment in September 2025. Unfortunately, the College could not wait until then and, as a result, a needs analysis would take place over the next 12 months.	Action: ELT

	• B&I 6: The College fails to achieve its KPIs as part of the South Coast Institute of Technology (IoT) – The Principal stated that it was important for the Board to understand the College’s responsibilities as part of the IoT. He went on to say that the biggest risk related to recruiting L4+ Digital students. However, HSDC was not unique as every member of the IoT had struggled to recruit learners at Levels 4 and 5 despite employers saying that it was a high priority. He added that this was an area of focus in terms of marketing and talking to employers. Members reviewed and noted the contents of the paper.	
HSDC CORP 34/24	External Governance Review – July 2024: Members of the Board received the outcome report of the External Governance Review which had been conducted over the Spring and Summer terms by Shirley Collier Consulting. The Board appointed Shirley Collier in December 2023 to conduct the governance review and the framework included a review of the following: - Structures - Processes - People; and - Culture. The review relied on the collation of evidence around an overarching question in each area to ascertain an understanding of board dynamics. The Board had also been interested to understand more about board engagement, board effectiveness, board behaviours and impact. The Chair welcomed Shirley Collier to the meeting and invited her to present the report. Shirley referred members to the conclusion and overall outcomes on page 61 of the Board paper pack. She advised members that the main outcome to share was that the Board of HSDC was highly proficient and consistently impacted positively on college strategy, effectiveness and outcomes. She stated that this was the highest outcome that could be awarded which she had only seen in 2 other colleges having now completed 20 reviews and this put HSDC in the top 15% of colleges. She added that standards were high and pretty rigorous. Shirley provided a brief overview of the feedback meeting which had taken place with the Principal, Chair and Clerk. The Principal had challenged the amount of process that had been included in the report and she had explained that it was important to be aware of how all elements of governance were working. HSDC was a high performing Board, and its governance processes were strong and were making governance easy for Governors to do a good job. Governors were advised that there were no non-compliance issues in respect of areas for improvement. Shirley emphasised the fact that the recommendations outlined in the report were not weaknesses but merely issues for consideration. She went on to outline the next stages which included: • The Board would consider the full report. • A summary to be published on the website. • Prioritise actions; consider the ETF FE governance maturity matrix. • Agree an action plan for 2025/2025. • Search and Governance Committee to monitor progress. Shirley concluded by saying that the Board should consider selecting 3 or 4 recommendations for implementation that would make the most difference. She thanked all Governors for their engagement with the process. During discussions, the following points were made:	

	(i) The Principal stated that, as the Governing Body of an institution that believed in life-long learning, there would always be the opportunity for improvement. He congratulated the Board on the outcome of the External Governance Review and for what Ofsted themselves had observed in May 2024, which was a Board that was equally challenging and supportive that was driving the College forward in strategy whilst ensuring that students had the best possible opportunity and potential for positive outcomes. He went on to thank Shirley for the work she had invested in the process and for the time she had taken to write her detailed report. He added that it had been a strong, beneficial learning process which had resulted in some 'food for thought' to be considered by the Search and Governance Committee. He invited members to take the opportunity to feedback through to the Chair, Vice-Chair or Clerk about how the Board should move forward. (ii) The Chair referred to the Ofsted Report which had been circulated via email. He stated that the DP Curriculum and VP SLQ had both been involved in the detailed feedback session with the Ofsted inspectors and he invited the DP Curriculum to add anything further. The DP Curriculum confirmed that the Ofsted Inspectors had been impressed by Governors and had agreed that their knowledge, vision and purpose of the College had been very strong. This had resulted in two pats on the back for the Board in quick succession! The Chair concluded by saying that Governors needed to take on board the recommendations and comments within the report and agree actions for further improvement. He recognised that it had been a good review process which had recognised that the HSDC Corporation was a strong Board, but it wanted to be stronger. Members of the Board received and accepted the External Governance Review outcome report. Members acknowledged that a summary report would be posted on the College's website in due course and agreed that the recommendations would be considered by the Search & Governance Committee and 3 or 4 (that would bring the most benefit) would be selected for inclusion in an action plan and implementation in 2024/2025.	Action: All Govs Action: S&G Com
HSDC CORP 35/24	Termly Report of the Curriculum, Quality & Learning Committee: Members of the Board received the Termly Report of the CQL Committee from the meeting held on the 17th June 2024. In the absence of the Chair of CQL Committee, Romy Jones, Lucy Flannery (LF), Vice-Chair of the Committee, presented the report and drew members' attention to the following key issues: • Quality Improvement Plan (QIP) – The College was seeing the impact of the QIP which had resulted in reduced retention of students and fewer complaints. • Predicted Pass Rates – The predicted grades analysis indicated that, with an improved retention and pass rate, the target of achieving an 87% QAR was more likely in 23/24 than the previous two years when 80% QAR had been achieved. National Average was noted as 84.5%. • Lesson Visits – 96% of all staff had now had 1 lesson visit. Those that hadn't received a visit were either part-time, had left the College or had been sick. LF highlighted the fact that covering a class took priority over undertaking a lesson visit and this approach had been endorsed by the CQL Committee. • English and Maths – There had been some improvements in this area but it would continue to be monitored closely by the CQL Committee. • Alton Student Voice – The raw data from the Alton student voice survey had been analysed and reviewed. The majority of issues related to the campus (too cold, needs modernisation, need to be cleaner), the organisation of UCAS/tutorial/lessons, more activities/things to do/campus buzz and atmosphere. LF advised members that an action plan would be developed to address these issues.	

	• Subcontracting – Members noted that the quality of the subcontracted provision remained high with Tempus Training Ltd achieving 100% for 23/24 (270 learners completed). Members endorsed the use of Tempus Training Ltd in 2024/2025. • Registers – The VP SLQ advised members that registers were being marked on the system rather than lanyards being scanned. The College had not reaped the benefits from the lanyard scanning system which had been envisaged and inaccurate attendance data had been the result. She concluded by saying that attendance was a high priority for the 24/25 year, not just for English and Maths but for all classes. • Accountability Statement 2024 – Members acknowledged that the Accountability Statement for 2024 and Action Plan 24/25 had been approved by the Board via email in advance of the 30th June 2024 submission deadline as recommended by the CQL Committee. Members of the Board reviewed the contents of the report and noted the issues which had been discussed by the CQL Committee at its meeting on the 17th June 2024. In addition, members accepted the recommendations of the Committee and formally approved the following: (i) The updated Lesson Visits Policy. (ii) The Quality Strategy and Annual Quality Cycle for 24/25. (iii) The use of Tempus Training Ltd in 2024/2025 with a contract of £450k.	Action: Clerk Action: Clerk
HSDC CORP 36/24	Termly Report of the Audit Committee: Members of the Board received the Termly Report of the Audit Committee from the meeting held on the 13th June 2024. The Chair of Audit Committee, Xin Austin (XA), spoke to the paper and she drew the following key issues to members' attention: • Risk Register – XA highlighted the fact that the financial risks were creeping back into the Risk Register with 4 of the top 10 now being related to finance. Members were reminded that this was, predominantly, the impact of lower than anticipated enrolments in September 2022 and September 2023. In addition, there was an increasing issue related to the financial impact the Alton campus was having on the College's resources due to the size of the campus and the declining student numbers. • Investigation Outcome Report: Fraudulent Payroll Transaction (30th April 2024) – XA advised members that the Audit Committee had considered a Fraud Investigation Report from Validera due to the fact that an employee had not received their expected salary for the month of April 2024 into their bank account. She went on to say that a number of recommendations had been made which had already been implemented and the Committee had also provided feedback and suggestions to further strengthen controls to prevent a repeat of the incident. • External Audit Plan for year ending 31st July 2024 – The Committee had considered the External Audit Plan for the 2023/2024 Financial Statements Audit and Regularity Audit and agreed to recommend it to the Board for formal approval. • Contract and Reappointment of the Internal Audit Service – The Committee had considered and endorsed the assessment of the performance of the internal audit service provider during 2023/2024. XA stated that Validera were performing well compared to the previous firm. Having considered the performance review of Validera, which confirmed there were no issues of concern, members of the Audit Committee agreed to formally recommend the reappointment of Validera as the internal audit service provider for the 2024/2025 year. Members of the Board reviewed the contents of the report and noted the issues which had been discussed by the Audit Committee at its meeting on the 13th June	

	2024. In addition, members accepted the recommendations of the Audit Committee and formally approved the following: • The External Audit Plan for the audit of the Financial Statements year ending 31st July 2024. • The reappointment of Validera as the Internal Audit Service Provider for the 2024/2025 year (effective from 1st August 2024 to 31st July 2025).	Action: DP F&F Action: DP F&F
HSDC CORP 37/24	Termly Report of the Finance & Estates Committee: Members of the Board received the Termly Report of the F&E Committee from the meeting held on the 26th June 2024. The Chair of the Committee, Elspeth Mackeggie Gurney (EMG), spoke to the report and emphasised the fact that the key point to bring to members' consideration was the issue related to the College's operational cash position. She went on to say that the Risk Register indicated that cash days were reducing for operational cash due to the allocation of matched funding and some other capital expenditure. She advised members that it was anticipated that the land sale, once completed, would replenish the operational cash and the DP F&F would provide further detail when he presented the Management Accounts. In addition, members noted the following key issues: • IT Strategy – The new Director of IT Services would be reviewing the IT Strategy and an update would be provided to the next meeting of the F&E Committee in November 2024. • Little Faces Nursery - The new Little Faces Manager, appointed in January 2024, had resigned and was due to leave on 21st June 2024. Despite proactive efforts, the College had failed to recruit and without a suitably qualified Nursery Manager, Little Faces would be in breach of its statutory safeguarding obligations as set out in the Early Years Foundation Stage Framework. The College concluded that it could not continue to operate under these circumstances as the safety and wellbeing of the children was paramount. Therefore, the decision was taken to close the Little Faces Nursery on 23rd July 2024. It was noted that the College was working with Hampshire County Council to ensure a smooth transition for the children and to enable parents to find suitable alternative provision. The Principal emphasised the fact that the decision to close the nursery was not a financial one. His concern was for the welfare of the children and the negative impact on the College should the worst happen and something tragic occur and he stood by his decision. • Student Enrolment 24/25 – Members noted that Havant and South Downs campuses had performed well in respect of full-time applications and securing market share of year 11s. However, this increase had been negated by the continually frustrating picture seen at the Alton campus. As a result, the assumptions for the September 2024 enrolment and the related income had been agreed as a 'steady state'. • Sub-Contracted Provision – Members reviewed and noted the quality of the subcontracted provision in 23/24 and endorsed the use of Tempus Training Ltd in 2024/2025 with a total subcontracted delivery of £450k. • Financial Regulations – Members of the Board approved the recommendation of the F&E Committee and approved the minor changes to the Financial Regulations. Members of the Board reviewed the contents of the paper and noted the issues which had been discussed at the meeting on the 26th June 2024 as outlined in the report. In addition, members of the Board undertook the following: (i) Noted the performance of the subcontractor during 2023/2024 (100%, 270 learners completed) and formally approved the use of Tempus Training Ltd for the 2024/2025 academic year with a contract value of £450k. (ii) Noted the position regarding student enrolments for 2024/2025. (iii) Accepted the recommendation of the F&E Committee and formally approved the changes to the Financial Regulations as outlined in the report.	Action: DPC Action: Clerk

HSDC CORP 38/24	Management Accounts for the period ended 31st May 2024 (Period 10): Members of the Board had received the Management Accounts for May 2024 (Period 10) for consideration and review. In presenting the report the DP F&F (DA) drew the following to members' attention: • The College was projecting a slightly improved out-turn position compared to budget of £104k. There were a number of variances which sat within that which were detailed in the report. • Members were referred to para 2 of the Management Accounts which outlined the variance to budget agreed by the Corporation in June 2023. • Pay to income ratio was projected to out-turn at approximately 72.%. • Pay - At period 10, the College was expecting to out-turn with an adverse variance of £1.2m. This was due to the 23/24 pay award of 4% + 1% non-consolidated which equated to £1.1m plus £100k of additional pay in the Adult Learning area arising from a shift away from subcontracting. • Cash – The College was holding a significant amount of cash at 31st May 2024 which included circa £12m in restricted cash from the ESFA capital grants for condition works. Members were advised that, of that cash, £10m was being held on deposit. Operational cash was noted as £1.9m. • A key message for Governors from the DP F&F was that operational cash days would be reducing through 24/25 as a result of the Financial Improvement Plan and the agreement to implement that over a 2-year period and the capital expenditure incurred (which could be circa £1m by the end of the summer) in advance of the capital receipt from the land sale. The DP F&F highlighted the fact that, once the land sale had completed, the operational cash balances would be restored. He emphasised the fact that, should the land sale not complete during 2024/2025, this would put pressure on the College's operational cash position. The position could be supported using capital cash in the short-term (deadline for spending grant funds March 2026) but, as they depleted, this would increase the pressure on the College's cash position. He added that the key to balancing the position was to review pay over the next 12-24 months. • It was projected that the College's financial health grade for 23/24 would out-turn as 'Requires Improvement' and it was anticipated that the 24/25 year would too. Members of the Board reviewed the contents of the Management Accounts and noted the current position.	
HSDC CORP 39/24	HSDC Budget 2024/2025 and Financial Forecast 2025/2026: Members of the Board received a confidential paper on the HSDC Budget 2024/2025 and Financial Forecast 2025/2026 for consideration and review. Due to the confidential nature of the contents of the report and the related discussions, this minute is recorded as a separate confidential minute for Governors only.	
HSDC CORP 40/24	Termly Report of the Estates Strategy Group: Members of the Board received the Report of the Estates Strategy Group from the meeting held on the 20th June 2024. 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 recent ESG meeting. In particular, he drew members' attention to the following: • Havant Hockey Club – SC advised members that, after many years of discussions, a new position had now been agreed with the Hockey Club. The recommendation of the ESG was to offer a new 15-year lease (with the 1954 Landlord and Tenant Act removed) with the first opportunity to give notice of a break being at 7 years and the notice period being 3 years, thereby providing a minimum of 10 years security to the Hockey Club.	

	Post-16 Capacity Fund: New Build Havant Campus – SC advised members that there had been significant delays in receiving planning permission from Havant Borough Council (HBC) which created a risk of the College not being able to complete the project and spend all the grant funding by the 31st March 2025 deadline. He went on to say that PMc had met with the DfE to discuss the timescales of the project, and they had recommended the College submit a ‘change request’ in relation to the timescales. SC advised members that there had been a discussion about the financial exposure to the College at the end of the project which could require the College to spend its own cash rather than the DfE grant funding should any costs be incurred after 31st March 2025. It was acknowledged that the works outstanding would, most likely, relate to external landscaping and building control sign-off but a potential figure had not been confirmed. The ESG had accepted that the potential risk was a measured one and one that the College was prepared to bear with funds arising from the land sale being used if required. SC assured members that every effort would continue to be made to ensure that all of the funding was spent before the deadline. He added that the position would continue to be monitored by the ESG. The Chair, Clive Dobbin, added that the cost to the College to back out of the project would have been greater than the potential risk at the end of the project. The DP F&F advised members that the change request had been submitted and accepted by the DfE but the individual responsible was on holiday and, therefore, a response had not yet been received. He went on to say that the change request wouldn’t change anything in terms of the project plan or progress, just in terms of the risk and the College was £500k into the project now but the end risk wouldn’t be more than £500k. The College would lose £3.6m of grant funding if it were to pull out of the project for the sake of a potential financial exposure of less than £200k. He went on to say that there had been discussions at the F&E Committee on the potential impact to the College’s operational cash but, at this stage, he was content. Land Sale, South Downs campus – SC advised members that, due to delays in planning, the new long stop date at the end of August 2024 was under threat and appeared unachievable. The ESG had considered 3 options, should the long stop date not be met: - To extend the Long Stop date further and complete the sale with PfP. - To take the site back out to market with vacant possession and, potentially, planning permission and seek revised offeres from interested developers or renegotiate the price with PfP. - Retain the buildings and keep them for educational purposes and allocate funds to bring them up to usable condition, bearing in mind that the cost to do this would be in the region of £10m which would equate to about 85% of the FECTF funds. Members of the ESG had requested further information on the College’s legal position if the Long Stop date lapsed and the contract had not been completed and on the current value of the land. Members of the ESG had agreed that this matter was a Board decision, the ESG would convene an additional meeting on the 14th August 2024 to consider the position once the additional information had been provided and make a recommendation to the full Board for consideration at the special Corporation meeting scheduled for the end of August 2024. Members of the Board accepted the recommendation of the ESG and formally approved a 15-year lease (with the 1954 Landlord and Tenant Act removed) with the first opportunity to give notice of a break being at 7 years and the notice period being 3 years, thereby providing a minimum of 10 years security to the Havant Hockey Club. In addition, members acknowledged that further information had been requested by the ESG in respect of the land sale/Long Stop date which would be considered at a special meeting of the ESG in August 2024 with a view to providing a recommendation to the Board at the 29th August 2024 special Corporation meeting.	Action: DP F&F
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HSDC CORP 41/24	Termly Report of the HR Committee: Members of the Board received the Termly Report of the HR Committee meeting which had been held on the 10th June 2024 and which summarised the key issues which had been considered and discussed. The Chair of HR Committee, Lorna Hayes, advised members that the key issues discussed at the meeting had related to the BeHeard staff survey outcomes and the need to ensure management responded quickly to the issues raised. She went on to say that progress was being made and an action plan was currently being developed and would be presented in due course. In addition, she highlighted the fact that disengagement and low morale seemed to have spread across all campuses and, therefore, it was important that staff were listened to and management responded quickly. In discussing the report, members raised the following points: • The lowest staff engagement score recorded at Havant was a surprise to members. LH responded by saying that it had also been a surprise to the committee, particularly as the Alton campus had previously been reported to Governors as the 'challenge'. In addition, she highlighted the fact that the Havant campus also had the highest number of cancelled classes and it was important to consider how that impacted on students. The HR Committee would continue to monitor the position. The Principal added that there were a number of workshops and mechanisms for staff to be able to provide their feedback. Staff wanted to see what actions to address the issues arising from the survey, the related timescales, who was leading on the action and the rationale if changes weren't implemented. The VP OD&P assured members that good progress was being made and an action plan was being developed for the new academic year. • Governors questioned whether the results from last year's BeHeard survey could be compared to the current year. LH confirmed that the results from this year were similar to the previous year. She added that quite a lot could be done to improve staff morale which wasn't related to pay. • The Principal highlighted the fact that the response rate of the BeHeard Survey was only 46% of the staffing establishment. Ways to encourage a greater response rate were being considered as it was important to hear from positive and happy staff as well as detractors and disaffected staff. • Governors questioned whether the Ofsted outcome would have a positive impact on staff morale. LH responded by saying that, naturally, a good outcome would create a buoyant response to low staff morale but it was likely this would be short-lived. She went on to say that it was important to understand the issues being raised by the detractors, turn them around and get them onside. • The VP SLQ advised members that staff at the Havant campus had been feeling positive about the BeHeard survey. Staff were already talking about completing the survey next time as they felt there was value in doing so. She went on to say that the actions suggested by staff had to be implemented and the timescales for doing so or the reasons for not doing so communicated. LH thanked the VP SLQ for her feedback and invited her to provide any further feedback from staff should it arise. Members of the Board reviewed and noted the contents of the paper and formally approved the Equity and Inclusion Policy as recommended by the HR Committee.	Action: Clerk
HSDC CORP 42/24	Termly Report of the Search & Governance Committee: Members of the Board received the Termly Report of the Search and Governance Committee meeting which had been held on the 6th June 2024. The Chair of the committee, Tony Wright (TW), advised members that there was a lot going on at present and he outlined the key issues for Governors as follows: • Vacancy Position – Members were advised that Michael Thornton had resigned his role as a Governor in June 2024. If all recommendations outlined in the report were approved by the Board, there would be 2 External Governor vacancies on the	

	Board (<i>Lydia Morrison and Michael Thornton</i>). TW was delighted to advise members that Xin Austin had been welcomed back to the Board after a 6-month leave of absence. • New Members – TW drew Governors’ attention to the applications from prospective members which had been considered and recommended by the Committee. • Student Governors – The two Student Governors were welcomed to the Board and members looked forward to working with them going forward. • Committee Membership – The resignation from Matt Atkinson and Lydia Morrison had resulted in two vacancies on the Audit Committee. If the recommendations of the S&G Committee were approved by the Board, the membership of the Audit Committee would be complete. • General Governance Issues – TW drew members’ attention to the review of key governance documents outlined in Appendix C to the paper, the Register of Business Interests outlined in Appendix D to the paper and the key themes arising from the 1:1 meetings with the Chair which had been summarised on Appendix E to the paper. • Chair’s Appraisal – TW thanked members for their engagement in the process and for completing the 360° questionnaire. He went on to say that the Chair’s appraisal meeting would take place soon and a summary would be circulated in due course. He assured members that this was a rigorous process. Members reviewed the contents of the paper and formally undertook the following: (i) Reviewed and noted the current membership position outlined in Appendix A to the paper. (ii) Formally approved the recommendation that Steve Jorden be appointed to the Board as an External Governor, to serve for a 4-year term of office from 10th July 2024 to 9th July 2028. It was agreed that he be invited to serve on the Audit Committee. (iii) Formally approved the recommendation that Ian Childs be appointed to the Audit Committee as a Co-opted member, to serve initially, for a 12-month term of office from 10th July 2024 to 9th July 2025. (iv) Formally confirmed the appointment of the Student Governors, James Stefanaras and Yvanna Kenfack Donfack to serve for 2-year term of office from 10th July 2024 to 9th July 2026 or until they ceased to be a student, whichever came first. (v) Noted the position regarding the memberships which were due to come under review during the 2024/2025 academic year and the related actions. (vi) Formally approved the membership of Corporation Committees as outlined in Appendix B to the paper. (vii) Formally approved the updated Governance documents outlined in Appendix C to the paper. (viii) Formally approved the updated Register of Business Interests outlined in Appendix D to the paper. (ix) Noted the position regarding the Chair’s appraisal 2023/2024. (x) Reviewed and noted the themes arising from the 1:1 meetings with the Chair during 2023/2024 outlined in Appendix E to the paper. (xi) Endorsed the proposal to convene an additional Special Corporation meeting on the 29th August 2024 to review and consider the initial student outcomes from 23/24.	Action: V-C/ Clerk Action: Clerk Action: Clerk Action: Clerk Action: Clerk
HSDC CORP 43/24	Annual Review of the Work of the Committees, their Terms of Reference and Annual Schedule of Business: 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.	

	In addition, each committee had also previously completed an annual review of performance against the key criteria outlined in the Code of Good Governance which specifically related to its area of responsibility as part of the annual self-assessment process. However, due to the External Board Review, the annual Governance self-assessment process had not been required for the 23/24 year. Members reviewed the proposed changes to the terms of reference and annual schedules of business outlined in Appendix A to the paper and members considered the updated Scheme of Delegation for the 2024/2025 academic year. Members of the Board formally undertook the following: (i) Acknowledged that an assessment against the key responsibilities enshrined in the Code of Good Governance, as part of the annual self-assessment process, had not been required for the 23/24 year due to the External Board Review. (ii) Approved the proposed changes to the Terms of Reference and Annual Schedules of Business of the Corporation Committees which were outlined in a summary schedule provided at Appendix A to the paper. (iii) Approved the updated Scheme of Delegation for 2024/2025 provided as Appendix B to the paper.	Action: Clerk
HSDC CORP 44/24	Termly Report on Governor Link Activity: Members of the Board received and noted a report which outlined the governor activity during the Summer term 2024. Members acknowledged that the summer term was quieter in terms of activity across the College due to examinations but, with the Ofsted Inspection, the External Board Review and the Student feedback session, it had still been a busy period! Members reviewed and noted the contents of the report.	
HSDC CORP 45/24	Termly Report on Items Approved by Email: Members of the Board received the Termly Report on Items Approved by Email which outlined the occasions when the Board had considered and approved items by email since the last meeting. This related to: - HSDC 2nd Floor Main Building, South Downs Refurbishment, Summer 2024 - The delegation of authority to the SRO to appoint SM5 as the contractor for the 2nd floor, Main Building, South Downs, Summer 2024 refurbishment works if the final contract sum was within 5% of the project budget; and - Accountability Statement - Formal approval of the College's Accountability Statement for 2024 which had been considered and recommended by the CQL Committee.	
HSDC CORP 46/24	Annual Report on the Use of the College Seal: 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. Members reviewed the contents of the paper and noted the occasion when the Corporation Seal had been applied during 2023/2024 and formally ratified its use as authenticated by the Chair and the Principal.	
HSDC CORP 47/24	Calendar of Meetings in 2024/2025 - Members of the Board received and formally approved the Calendar of meetings for the Corporation and its Committees for the 2024/2025 academic year.	Action: Clerk

The Chair thanked all Governors for their commitment and hard work during the year. There being no other business, the meeting closed at 18.24 hrs

Signed:

Date:.....