



**MEETING OF THE HSDC CORPORATION  
HELD ON WEDNESDAY 9<sup>th</sup> JULY 2025  
COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS AND  
REMOTE ACCESS VIA MICROSOFT TEAMS**

**MINUTES**

**Present:**

Mike Bateman	Lorna Hayes
Stella Charman (remote)	Romy Jones
Ian Child	Melanie Luck
Simon Claridge	Kamlesh Pandya
Clive Dobbin (Chair)	James Stefanaras (Student Governor)
Mike Gaston (Principal)	Mike Tiller
Elsbeth Mackeggie Gurney	Tony Wright (Vice-Chair)

**In attendance:**

Suki Dhesi – DP Curriculum & Quality  
Charlotte Nancarrow – Executive Director HR & CS  
Bhupendra Pattni – DP Finance & Facilities  
Jackie Eayrs – Clerk to the Corporation

<b>Total Membership</b>	18
<b>Total vacancies</b>	3
<b>Total possible attendance</b>	15
<b>Quorum:</b>	8
<b>Total Present:</b>	14 - meeting quorate (93% attendance excl. vacancies)

<b>Minute Number</b>	<b>Minute</b>	<b>Action</b>
<b>HSDC CORP 30/25</b>	<b>Annual Election of the Chair and Vice-Chair of the Corporation for 2025/2026:</b>  Nominations had been received in advance of the meeting. The Clerk reported that only one nomination had been received for the Chair and two nominations had been received for a 'shared' Vice-Chair role. As a result, Clive Dobbin was elected as Chair and Elsbeth Mackeggie Gurney and Romy Jones were elected as joint Vice-Chair for the 2025/2026 year.	
<b>HSDC CORP 31/25</b>	<b>Apologies for Absence &amp; Welcome:</b>  All members were welcomed to the meeting. In particular, the Chair welcomed Melanie Luck and Ian Child to their first meeting of the Board. There were no apologies for absence, but members noted that Yvanna Kenfack Donfack had not yet arrived.	
<b>HSDC CORP 32/25</b>	<b>Declarations of Interest</b> - No member declared any conflict of interest with any item on the agenda which had not previously been declared.	
<b>HSDC CORP 33/25</b>	<b>Minutes and Matters Arising from Previous Meetings:</b>  <b>(i) Minutes of the meeting of the HSDC Corporation held on the 2<sup>nd</sup> April 2025</b> - The Minutes of the meeting of the HSDC Corporation held on the 2 <sup>nd</sup> April 2025 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them which were not covered elsewhere on the agenda.  <b>(ii) Confidential minutes of the meeting of the HSDC Corporation held on the 2<sup>nd</sup> April 2025</b> – The confidential minutes of the meeting of the HSDC Corporation held on the 2 <sup>nd</sup> April 2025 were agreed as a true and accurate record and were signed by the	

	<p>Chair. There were no matters arising from them which were not covered elsewhere on the agenda.</p> <p><b>(iii) Strictly Confidential minutes of the meeting of the HSDC Corporation held on 2<sup>nd</sup> April 2025</b> – The strictly confidential minutes of the meeting of the HSDC Corporation held on the 2<sup>nd</sup> April 2025 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them which were not covered elsewhere on the agenda.</p>	
<p><b>HSDC CORP 34/25</b></p>	<p><b>Correspondence:</b></p> <p>The Board reviewed and noted three items of correspondence as follows:</p> <p>(i) <b>ESFA Governors’ Financial Dashboard Report – June 2025</b> – The dashboard allowed colleges to compare their financial performance and forecasts across financial returns, providing historical and forecast information over a 6-year period. The dashboard was updated twice a year and was aimed at Governors to support them in their role in overseeing the Corporation’s financial performance and ensuring financial sustainability and solvency. The Principal advised members that the Financial Handbook had been published the previous month and further detail about the College’s financial position would be reported later on the agenda.</p> <p>(ii) <b>Letter from FEC dated 11<sup>th</sup> June 2025</b> regarding a review and update of the FEC Financial Benchmarks.</p> <p>(iii) <b>Letter from DfE dated 25<sup>th</sup> June 2025</b> regarding the publication of the College Financial Handbook 2025.</p>	
<p><b>HSDC CORP 35/25</b></p>	<p><b>Chief Executive Reporting – Principal’s Summer Term Report:</b></p> <p>The Board received the Principal’s Termly report which informed the Board of general College developments, issues, initiatives and external influences.</p> <p>The Principal began by saying that he presumed governors had had the opportunity to read through the report. In particular, he wanted to draw members’ attention to the Single Improvement Plan (SIP) which had been provided as an Appendix to his report. He advised members that the SIP had been drafted to address areas of improvement that had been identified through the FEC Health Check and the Intervention Assessment Visit and he emphasised the fact that governors should familiarize themselves with it.</p> <p>Members sought clarity on the process for monitoring the progress/success of the actions within the SIP. The Principal advised members that the RSA Committee would monitor the progress and would report back to Board via the normal termly report. In addition, the College was required to attend monthly Case Conference meetings with the FEC and DfE where progress against the SIP would also be monitored. The Principal added that there had been no outstanding issues from the recent CC meeting apart from the layout. The Chair added that the College had made good progress and the ELT deserved congratulations as the College was definitely on track.</p> <p><b>Members of the Board reviewed and noted the contents of the Principal’s Summer Term Report.</b></p>	
<p><b>HSDC CORP 36/25</b></p>	<p><b>Chief Executive Reporting: Final Progress Review of Strategic Measures 2024/2025</b></p> <p>Members of the Board received the final progress update for the 2024/2025 Strategic Measures which had also been reviewed by each relevant committee of the Board. The Principal stated that this was the last year of the Drive to 25 Strategic Plan and it was a mixed picture in terms of gains and targets achieved. He went on to say that it was useful to look at this document in conjunction with the discussions which had taken place at the half-day strategy review session on Monday.</p> <p>Members noted that the new Strategic Plan, Ambition 30, and the annual strategic targets for 25/26 would be presented to the September 2025 Board meeting for consideration and approval.</p>	

	<b>Members reviewed and noted the progress which had been achieved during 2024/2025 and noted that the annual strategic targets for 25/26 would be presented for consideration at the September 2025 special Board meeting.</b>	<b>Action: ELT</b>
<b>HSDC CORP 37/25</b>	<p><b>HSDC Top Ten Risks:</b></p> <p>Members of the Board received the top ten risks facing the College. The Principal spoke to the report and advised members that the chosen top ten risks had been challenged by the Audit Committee at its meeting in June 2025 and members had requested that the following additional risks be considered when next updating the Risk Register:</p> <ul style="list-style-type: none"> <li>- risks around enrolments</li> <li>- staff morale</li> <li>- student experience.</li> </ul> <p>The Principal highlighted the fact that 3 of the risks had now crystallised and, therefore, would remain in the top ten.</p> <p>Questions were invited and the following points were raised:</p> <p>(i) Members questioned how the risk register was reviewed internally and how often. The Principal advised members that it was reviewed by the Executive team once a month. In addition, the risks were discussed at individual 1:1s with the Executive team.</p> <p>(ii) Members highlighted the fact that there were real risks in the short term but it was key not to lose sight of the longer-term risks. There was a balance to be had in respect of short-term, medium-term and long-term risks.</p> <p><b>Members reviewed and noted the contents of the paper.</b></p>	
<b>HSDC CORP 38/25</b>	<p><b>Draft Intervention Visit Report – 1<sup>st</sup> May 2025:</b></p> <p>Members of the Board had received the draft Intervention Assessment Report, 1<sup>st</sup> May 2025. The Principal advised members that the draft report had been issued to the College in the middle of May to check for factual accuracy. He went on to say that a number of requests had been made in terms of changes and accuracy and he had felt that some of the language used within it had not been particularly helpful, given it would be a published document. Members were advised that the report had not yet been published as it required Ministerial sign-off.</p> <p>The Principal reported that he had been transparent and had shared the recommendations from the Report with the Trade Unions and staff but he would not be sharing the whole document until it had been finalised, had received Ministerial sign-off and had been published. He went on to say that there was nothing within the report that would come as a surprise to those governors who had been involved with the process.</p> <p>The Principal advised members that an external consultant was completing a review of the College’s PR/Communications and the outcome of that review would be presented to the Board early in the Autumn term.</p>	<b>Action: Principal/ Clerk</b>
<b>HSDC CORP 39/25</b>	<p><b>SPA Steering Group – Termly Update Report:</b></p> <p>Members of the Board received the Termly Report of the SPA Steering Group which provided a summary of the key issues discussed at the two meetings held on 9<sup>th</sup> June 2025 and 23<sup>rd</sup> June 2025. The Principal outlined the timelines for the process and advised members that 15 colleges had been invited to submit an expression of interest by 24<sup>th</sup> July 2025. Members were advised that the College was not required to submit a standalone expression of interest (EoI), it was accepted automatically. The Principal advised members that a standalone EoI would be submitted for completeness of picture.</p> <p>Governors sought clarity on the process for putting a standalone bid together. The Principal responded by saying that the College was required to demonstrate financial sustainability and to clearly outline why the standalone option was the best solution rather than merger. He went on to say that Governors who had attended the half-day strategy session on Monday 7<sup>th</sup> July 2025 had agreed to proceed with the standalone option going</p>	

	<p>forward, to use it as a benchmark to check and measure other bids against. It was noted that the FEC would look to see how it stacked up financially and whether it met stakeholder and learner needs. The Principal assured members that the standalone bid would be closely scrutinised, and it was clear that the FEC would make its own view on potential outcomes known to the Board.</p> <p>Members of the Board agreed to support a standalone bid as part of the SPA process. The Chair added that, should additional resources be required to support that process, the Board were content to support that as well. The Principal advised members that the standalone bid would be assessed and measured in the same way as the other Eols submitted. The signature of the Chair and Principal would be required for the College's submission.</p> <p>The Chair concluded by saying that, at the end of the process, those colleges invited to submit a full business case would be invited to make a presentation to the SPA Steering Group (which would include HSDC Governors, FEC and DfE officers) on 15<sup>th</sup> December 2025. The final outcome would be a Board decision, and the recommendation would be presented to the Minister for approval.</p> <p><b>Members of the Board reviewed and noted the contents of the SPA Steering Group Termly Update Report and the progress achieved to date.</b></p>	
<p><b>HSDC CORP 40/25</b></p>	<p><b>Termly Report of the Curriculum, Quality &amp; Learning Committee:</b></p> <p>Members of the Board received the Termly Report of the CQL Committee from the meeting held on the 16<sup>th</sup> June 2025.</p> <p>The Chair of the Committee, Kamlesh Pandya (KP), drew members' attention to the following key issues:</p> <ul style="list-style-type: none"> <li>• <b>Curriculum Area Presentation</b> – The Committee had received an excellent and informative presentation on Adult Learning from Aaron Butson, Assistant Principal, and Emma Thomson, Head of Faculty.</li> <li>• <b>Student Voice Policy</b> – The Committee had agreed to recommend the Student Voice Policy with the inclusion of a small amendment to the Board for formal approval.</li> <li>• <b>Student Union</b> – The Committee had discussed the operation of the campus based Student Unions. Concerns had been raised about the fact there was no functioning SU at the South Downs campus. The DP C&amp;Q had advised members that 3 separate campaigns to recruit to the SU had taken place during the year but there had been no interest. Members had been assured that the student voice was analysed and acted upon and was very strong through 3 key functions: <ul style="list-style-type: none"> <li>- The Student Union</li> <li>- Student Voice Surveys</li> <li>- Governor feedback sessions.</li> </ul> <p>Overall, the committee had been pleased with the level of SU activity during 24/25 and members were content that the mechanisms used to canvass the student voice were effective.</p> </li> <li>• <b>Quality Strategy 25-27 and Annual Quality Cycle 25/26</b> – The Committee had considered and discussed the Quality Strategy and Annual Quality Cycle for 25/26. The DP C&amp;Q had advised that both documents had been updated rather than rewritten and the changes made sought to reduce staff workload and give more time back to teams to work on essential items. The Committee agreed to recommend the Quality Strategy 25-27 and the Annual Quality Cycle for 25/26 to the full Corporation for approval.</li> <li>• <b>Subcontracting</b> – The Committee had reviewed and noted the quality of the subcontracted provision in 24/25 and had endorsed the arrangements for subcontracting in 25/26.</li> </ul> <p><b>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 16<sup>th</sup> June 2025. In addition, members accepted the recommendations of the Committee and formally approved the following:</b></p> <ul style="list-style-type: none"> <li>(i) <b>The updated Student Voice Policy.</b></li> <li>(ii) <b>The Quality Strategy 25-27 and Annual Quality Cycle for 25/26.</b></li> </ul>	

	(iii) Endorsed the new arrangements for subcontracting in 2025/2026.	
HSDC CORP 41/25	<p><b>Termly Report of the Audit Committee:</b></p> <p>Members of the Board received the Termly Report of the Audit Committee from the meeting held on the 12<sup>th</sup> June 2025.</p> <p>The Chair of Audit Committee, Ian Child (IC), spoke to the paper and drew the following key issues to members' attention:</p> <ul style="list-style-type: none"> <li>• <b>Risk Management Policy</b> – The Committee had reviewed the revised Risk Management Policy, the primary change being the fact that ELT now reviewed the Risk Register on a monthly basis. Members agreed to recommend the Policy for approval by the Board.</li> <li>• <b>Risk Register</b> – This had been discussed earlier in the meeting. IC emphasised the need to focus on financial risks and safeguarding and to keep an eye on longer-term risks whilst addressing immediate risks.</li> <li>• <b>Cyber Security</b> – Cyber Security continued to be high on the agenda, particularly following the publicised issues experienced by M&amp;S recently. The Committee had been delighted to see the College had achieved Cyber Essentials Accreditation.</li> <li>• <b>External Audit Plan for year ending 31<sup>st</sup> July 2025</b> – The Committee had considered the External Audit Plan for the 2024/2025 Financial Statements Audit and Regularity Audit and agreed to recommend it to the Board for formal approval. IC advised members that there had been a discussion about the key challenges around demonstrating 'Going Concern' after 'Material Uncertainty' the previous year.</li> <li>• <b>Regularity Self-Assessment Questionnaire (RSAQ) 2024/2025</b> - The Committee had been pleased to receive a first draft of the RSAQ for 24/25 to provide additional assurance that there were no concerns in terms of the self-assessment or the proper use of funds and the way they had been treated, despite the ongoing financial concerns. Feedback had been provided and thanks had been extended to the Interim DP F&amp;F for the time which had gone into preparing it.</li> <li>• <b>Internal Audit</b> – IC advised members that a number of Internal Audit Reports had been received by the Committee. In particular: <ul style="list-style-type: none"> <li>- <b>Core Financial Controls - Cashflow and Forecasting:</b> The Internal Auditor had been pleased to report that since the internal review completed in November 2024, there had been a tremendous level of progress and engagement within the Finance Team. 'Adequate' assurance had been provided with 6 recommendations having been made (3 x amber and 3 x green). The issues raised were being addressed by the DP F&amp;F.</li> <li>- <b>Business Continuity</b> – 'Limited' assurance had been provided with 9 recommendations having been made (one of which was 'red'). The Committee agreed that immediate action was required and a BCP should be in place by November 2025 at the latest.</li> <li>- <b>Internal Audit Progress Report 24/25</b> – The Committee reviewed a summary of progress against the Annual Internal Audit Plan. Concern had been expressed that the IT Cyber Security review had not been finalised in time to be presented to the summer term meeting. Validera had apologised and advised that there had been a resourcing problem within Validera which had resulted in the review being slightly delayed. Validera had confirmed that the work was substantially complete. The Committee noted that both the IT Cyber Security and the Student Records IA reports would be presented to the Autumn term meeting of the Committee.</li> </ul> </li> <li>• <b>Contract and Reappointment of the Internal Audit Service</b> – The Committee had considered and endorsed the assessment of the performance of the internal audit service provider during 2024/2025. IC advised the Board that, apart from the Cyber Security delay, the Committee was satisfied with the work Validera had done and members of the Audit Committee had agreed to formally recommend the reappointment of Validera as the internal audit service provider for the 2025/2026 year.</li> </ul> <p><b>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 12<sup>th</sup> June 2025. In</b></p>	

	<p><b>addition, members accepted the recommendations of the Audit Committee and formally approved the following:</b></p> <ul style="list-style-type: none"> <li>• <b>The External Audit Plan for the audit of the Financial Statements year ending 31<sup>st</sup> July 2025.</b></li> <li>• <b>The reappointment of Validera as the Internal Audit Service Provider for the 2025/2026 year (effective from 1<sup>st</sup> August 2025 to 31<sup>st</sup> July 2026).</b></li> <li>• <b>The updated Risk Management Policy.</b></li> </ul>	<p><b>Action:</b> Interim DP F&amp;F <b>Action:</b> Interim DP F&amp;F</p>
<p><b>HSDC CORP 42/25</b></p>	<p><b>Termly Report of the Finance &amp; Estates Committee:</b></p> <p>Members of the Board received the Termly Report of the F&amp;E Committee from the meeting held on the 25<sup>th</sup> June 2025.</p> <p>The Chair of the Committee, Elspeth Mackeggie Gurney (EMG), spoke to the report and drew the following key issues to members' attention:</p> <ul style="list-style-type: none"> <li>• <b>Risk Register</b> – Given the presentation at the May Governors' Conference regarding the Alton campus estate, the implication that the Alton campus was a "financial drain on the College's resources" was out of date. The Committee requested that this risk be updated for the new academic year in line with the current position. The Principal had provided clarity and had confirmed that the specific risk was related to the size of the Alton campus and the number of learners rather than the financial contribution the campus made.</li> <li>• <b>IT Services Update</b> – A clear and informative report had been provided by the Director of IT Services. The Committee had noted that IT staff had been working over the weekends to progress the virtual server infrastructure project which demonstrated a huge commitment by the team which was impressive. Governors had questioned whether there had been a financial/budgetary implication with members of the team working weekends but the Director of IT Services had confirmed that any time worked at the weekend had been taken back through TOIL so there was no monetary impact to the College. The Committee had requested that their thanks be extended to the IT Team for all their hard work.</li> <li>• <b>Estates Management and Health &amp; Safety</b> – An impressive report had been presented by the Director of Facilities, Sean Edwards. EMG advised members that a huge amount of work had been taken on in-house by the Facilities Team rather than contract services which had saved the College money. The Committee had requested that their thanks be extended to the Team for their hard work.</li> <li>• <b>Cleaning Contract</b> – The Committee had commended the impressive work which had taken place to reduce the contract price by over £100k without any significant loss in quality of the service provided. The F&amp;E Committee had agreed to recommend to the Board that the Cleaning Contract be awarded to Brayborne for a 3-year period commencing 1<sup>st</sup> August 2025, with an option to extend it for an additional two years.</li> <li>• <b>Management Accounts</b> – The Committee had provided feedback on the format of the Management Accounts. Members had expressed the view that the Management Accounts were sometimes difficult to follow, particularly when being reviewed by a non-financial governor. The Committee had agreed that it was vital that all governors understood what they were reading and what the Management Accounts were telling them so that they knew what questions to ask. Members had requested more narrative and less numbers and commented that the narrative should read as a story of the figures.</li> <li>• <b>Marketing Strategy</b> – The Committee had reviewed the enrolment position for September 2025 and had accepted the proposed approach to develop a one-year marketing plan for 25/26 which would be finalised in the Autumn term which would allow for agility in response to the post-enrolment landscape. This would form the foundation of a further 3-year plan which would be aligned with the 2030 Strategic Plan, Ambition 30.</li> <li>• <b>Sub-Contracted Provision</b> – Members reviewed and noted the quality of the subcontracted provision in 24/25 and endorsed the arrangements for subcontracting in 2025/2026.</li> <li>• <b>Policies Approved Under Delegated Authority</b> – The Committee approved the following policies under delegated authority: <ul style="list-style-type: none"> <li>- Off-Site Activities Policy for 25/26</li> </ul> </li> </ul>	

	<ul style="list-style-type: none"> <li>- Community Engagement Policy</li> <li>• <b>Policies for Approval</b> – The Committee agreed to recommend the following policies for approval by the full Corporation: <ul style="list-style-type: none"> <li>- Financial Regulations</li> <li>- Treasury Management Policy</li> <li>- Reserves Policy.</li> </ul> </li> </ul> <p><b>Members of the Board reviewed the contents of the paper and noted the issues which had been discussed at the meeting on the 25<sup>th</sup> June 2025 as outlined in the report. In addition, members of the Board undertook the following:</b></p> <ul style="list-style-type: none"> <li>(i) Reviewed and noted the position regarding student enrolments 2025/2026.</li> <li>(ii) Noted the performance of the subcontractors during 2024/2025 and the College’s plans for subcontracting going forward.</li> <li>(iii) Approved the recommendation of the F&amp;E Committee and awarded the Cleaning Contract to Brayborne for a three-year period from 1<sup>st</sup> August 2025, with an option to extend for an additional two years.</li> <li>(iv) Accepted the recommendation of the F&amp;E Committee and formally approved the changes to the Financial Regulations, the Treasury Management Policy and the Reserves Policy.</li> </ul>	
<p><b>HSDC CORP 43/25</b></p>	<p><b>Report of the RSA Committee:</b></p> <p>Members of the Board received the Termly Report of the RSA (Recovery, Sustainability and Accountability) Committee from the meeting held on the 18<sup>th</sup> June 2025. The Chair, Clive Dobbin (CD), outlined the purpose of the RSA Committee which was to review the SIP (Single Improvement Plan) actions and monitor the implementation of the College’s Financial Improvement Plan (FIP) as well as the HR and curriculum implications of the organisational change programme. He advised members that significant progress had been made and the College was now in a much improved position than at the beginning of the year. He went on to draw the following key points to members’ attention:</p> <ul style="list-style-type: none"> <li>• The restructuring, to date, had delivered c£3.6m of savings. The closure of the South Downs nursery had brought additional staff cost savings. This had involved a huge amount of work for the ELT and recognition and congratulations must go to staff for such an achievement.</li> <li>• The Trade Unions were still threatening strike action into the new academic year. The College had received some bad press during the summer term and the impact of this on student enrolment was unknown. CD assured members that a lot of work was going into positive marketing and conversations with local feeder schools to seek to mitigate the impact as much as possible. The Financial Improvement Plan had been based on student numbers and it was essential to secure 4800 students including T Levels.</li> </ul> <p>Questions and comments were invited, and the following points were raised:</p> <ul style="list-style-type: none"> <li>(i) Governors questioned whether there was any risk of 2<sup>nd</sup> year students not returning to College in September. The Principal advised members that every returning student had been contacted and it appeared stable, although the impact of the negative press was unknown at this stage. He assured members that staff were efficient at making contact with their returning students. The DP C&amp;Q added that there was a potential risk that staff may choose to move on and the College would spend time over the summer seeking to fill any vacancies. She went on to say that some management posts could fill gaps to ensure that there were no lessons that couldn’t be taught fully.</li> <li>(ii) Governors questioned whether there were any signs of students being ‘poached’ by other colleges. The Principal responded by saying that it was open competition for students all the time anyway but the poaching of staff was ongoing.</li> <li>(iii) The Principal made reference to the restructuring process and acknowledged that it had taken a lot of work and it felt odd to see it as a success. It was quite sad to have to say farewell to 60-70 staff that had given 30-35 years’ service and there was a risk that the College would lose some of its best staff so it was a ‘double-edged sword’. He advised members that he would be writing to every member of staff leaving the organisation to acknowledge the part and contribution they had made to thousands of students’ lives.</li> </ul>	

	<p>(iv) The Student Governor, James Stefanaras, who was a Level 3 Catering Apprentice, advised members that his course had lost their instructor who was one of the most passionate chefs he had ever met. As a result, there were a lot of his apprentice colleagues who were worried that the quality of studies might drop as they did not know who was going to be teaching them in the 25/26 year. He went on to say that Level 3 apprentices were seeking to perfect their skills and they had big ambitions and lots of them were questioning their future. He acknowledged that and understood the measures that had been required but students were worried about the quality of the curriculum going forward. The DP C&amp;Q advised James that he would be taught by a member of the Work Based Team who was also very skilled. The Chair thanked James for sharing his concerns. Despite the restructuring having been a success, it was important to recognise the impact it had had on staff and students. Governors questioned how James would now reassure his apprentice colleagues about the quality of the curriculum going forward. James confirmed that he would reassure his fellow apprentices that the College was committed to ensuring the quality of the curriculum and quality would not drop.</p> <p>(v) One Governor made reference to the fact that popular and experienced teachers were taking VR and others that were employable were going elsewhere. She made specific reference to the Maths Department at the Alton campus and highlighted the fact that a lot of students had decided to study at Alton because of the individuals within the department and the College was losing them to competitor colleges. The DP C&amp;Q advised members that when staff moved on, it opened opportunities for other staff. When the Maths teachers at the Alton campus had decided to move on, it came to light that a Physics Teacher had been waiting for an opening within the Maths team and an ALS member of staff had a Maths degree and had been waiting for an opportunity. She went on to say that she was sad to see the previous Maths team move on as they had been a phenomenal team but the individuals filling those roles were also very strong and she had no concerns about the quality of teaching in terms of Maths at the Alton campus. She assured members that the situation would be monitored closely in terms of handover and any staff development that was required.</p> <p>(vi) The Staff Governor, Mike Tiller (MT), stated that, as a UCU member, he had seen some of the information being circulated by TU Reps to UCU members in respect of what was going on. He went on to say that it was unacceptable that they had called for specific individuals to resign and lose their jobs, it wasn't right. The Chair responded by saying that the Principal had incurred the full wrath of the Trade Unions and it was good to hear that their view was not supported by all members.</p> <p><b>Members of the Board reviewed and noted the contents of the report and the key issues discussed at the RSA Committee meeting held in June 2025.</b></p>	
<p><b>HSDC CORP 44/25</b></p>	<p><b>Management Accounts for the period ended 31<sup>st</sup> May 2025 (Period 10):</b></p> <p>Members of the Board had received the Management Accounts for May 2025 (Period 10) for consideration and review.</p> <p>The interim DP F&amp;F, Bhupendra Pattni (BP), drew the following key points to members' attention:</p> <ul style="list-style-type: none"> <li>• The format and 'clunkiness' of the Management Accounts would be addressed as requested by Governors.</li> <li>• The forecast out-turn reflected an improved position of £345k with a deficit of £2.010m (Education specific EBITDA) compared to a worst-case position reported at the start of the year of £2.663m. BP added that the actions taken, with the support of the budget holders, had help significantly improve the position.</li> <li>• BP outlined some additional Adult Skills income which had been received which equated to £247k. He advised members that the College was approaching the best-case scenario of £1.6m towards the end of the year, depending on the level of restructuring costs used compared to the provision of £1.25m.</li> <li>• BP outlined three financial scenarios: 'best case', 'worst case' and 'likely case' based on assumptions and having reviewed all financial income and cost pressures. These were noted as: <ul style="list-style-type: none"> <li>- Best: £1.608m deficit</li> <li>- Worst: £2.5m deficit</li> </ul> </li> </ul>	

	<p>- Likely: £2.010m deficit.</p> <p>BP stated that the Period 10 Management Accounts presented a very positive position. The June and July Management Accounts would be issued but he was not expecting any shocks. He reiterated the fact that the College currently had its own funding assurance review taking place as well as a Funding Assurance Audit from the DfE and he emphasised the fact that there could be some impact (financial clawbacks) as a result of that.</p> <p>Questions were invited and the following points were raised:</p> <p>(i) The Staff Governor, Melanie Luck (ML), expressed concern and upset at some of the terminology used in the F&amp;E Termly Report in respect of the capability of the Finance Team. She went on to say that, over the last few months, the team had spent hundreds of hours outside of work time to put the new finance system in place and there had been no recognition for that, which had been disheartening. In addition, the impact on the Team’s mental health having to deal with rude staff and suppliers had taken its toll. The Principal responded by saying that he was very aware of the work which had been done by the Finance Manager, Jo Wilson, and her team. He was also aware of the position regarding the difficult phone calls which the team had had to deal with. He went on to say that, in terms of the terminology within the Board report, it had not been about specific individuals and had been taken out of context. However, there had been errors historically which had come to the attention of the Board and Governors were keen to ensure they were not repeated. The report had been referring to data and ensuring that the information provided was correct and accurate.</p> <p>The Chair acknowledged the stress that the team had been under, in particular, the impact on their mental health. It was agreed that this discussion would be continued outside the meeting and the Principal, the Interim DP F&amp;F and the Executive Director HR &amp; CS would meet with the Finance Team the next morning.</p> <p><b>Members of the Board reviewed the contents of the Management Accounts and noted the current position.</b></p>	<p><b>Action:</b> <b>ELT</b></p>
<p><b>HSDC CORP 45/25</b></p>	<p><b>HSDC Budget Out-turn 24/25, Budget 2025/2026, Financial Forecast 2026/2027 and Financial Improvement Plan (FIP):</b></p> <p>Members of the Board received a confidential paper on the HSDC Budget Out-turn 2024/2025, Budget 2025/2026, Financial Forecast 2026/2027 and Financial Improvement Plan 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.</p>	
<p><b>HSDC CORP 46/25</b></p>	<p><b>Termly Report of the Estates Strategy Group:</b></p> <p>Members of the Board received the Report of the Estates Strategy Group from the meeting held on the 30<sup>th</sup> June 2025. 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.</p> <p>In particular, he drew members’ attention to the following:</p> <ul style="list-style-type: none"> <li>• <b>Further Education College Condition Allocation (FECCA)</b> – Additional funding of £1,896,594 had been received to improve the condition of the estate. These funds had been assigned to the Summer Works 2026 and the deadline for use was 31<sup>st</sup> March 2028.</li> <li>• <b>Total Investment</b> – Total investment in the College estate to date was noted as £18,299,706.</li> <li>• <b>Post-16 Capacity Fund: New Build Havant Campus</b> – SC advised members that the Havant New Build was complete and a formal handover had taken place on 27<sup>th</sup> June 2025. All funds had been spent and claims submitted by the deadline of 31<sup>st</sup> March 2025. A couple of items remained outstanding (install cycle store and tarmac car park near cycle store) which would be fully complete within 2 weeks.</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>A, B and Science Block Façade Replacement</b> – SC advised that this project was progressing well. This work was part of the FECTF project list to address the condition of the façades and make them more energy efficient and to improve them aesthetically.</li> <li>• <b>Land Sale, South Downs campus</b> – SC provided an update on the land sale and advised members that the Planning Officer had confirmed that she would be making a positive recommendation on the College’s application (demolition/car park). The Council were seeking title and undertaking for their costs to the value of £7200 before they would draft and issue the Section 106 for comment. The ESG had approved these fees to be paid. It appeared unlikely that the S106 would be signed and in place by 31<sup>st</sup> July 2025 but it could come through in August/September 2025. Members were assured that the land sale receipt had not been factored into any assumptions used in the development of the Budget 2025/2026.</li> </ul> <p><b>Members of the Board reviewed and noted the contents of the report and the key issues discussed at the recent ESG meeting.</b></p>	
<p><b>HSDC CORP 47/25</b></p>	<p><b>Termly Report of the HR Committee:</b></p> <p>Members of the Board received the Termly Report of the HR Committee meeting which had been held on the 9<sup>th</sup> June 2025 and which summarised the key issues which had been considered and discussed.</p> <p>The Chair of HR Committee, Lorna Hayes (LH), sought recognition for the HR team, not just the Executive Director and ELT but the whole team in the office. She thanked Melanie for her comments which had brought home how much the situation impacted everyone and a restructuring exercise of this magnitude took a lot of work. LH presumed all members had read the report and drew members’ attention specifically to the restructure and the proposed alternative structure model. Members were reminded that, in the previous structure, some managers had 60 direct reports which had now been reduced to 20-23. A revised structure chart would be published once the organisational change programme had been concluded. In addition, LH reported that the Committee would be keeping a close eye on staff engagement. She concluded by saying that the Committee had welcomed Stella Charman to its membership and had said farewell to Simon Claridge who had been thanked for his contribution during his time on the committee.</p> <p><b>Members of the Board reviewed and noted the contents of the paper.</b></p>	
<p><b>HSDC CORP 48/25</b></p>	<p><b>Termly Report of the Search &amp; Governance Committee:</b></p> <p>Members of the Board received the Termly Report of the Search and Governance Committee meeting which had been held on the 22<sup>nd</sup> May 2025. The Chair of the committee, Tony Wright (TW), outlined the key issues within the report as follows:</p> <ul style="list-style-type: none"> <li>• <b>Gender balance</b> on the Board was 9 males and 9 females (if the 3 recommended appointments were approved).</li> <li>• <b>Skills Audit</b> – A good rate of return of questionnaires had been received. There were no issues of concern. Given the significant churn on the Board in the last 18 months, the breadth of skills across all 6 key responsibilities of governance had been maintained at similar levels to 23/24.</li> <li>• <b>External Board Review</b> – The Committee reviewed and noted an update on the progress achieved to date in implementing the EBR Action Plan 24/25.</li> <li>• <b>Gemma White</b> – It was noted that Gemma White had not responded to any correspondence and, as a result, it was assumed that she no longer wished to be a Governor and she had resigned her role as co-opted member of the Audit Committee.</li> <li>• <b>External Governors</b> – Donna Wearn, Penny Wycherley and Keryn Landey were recommended for appointment to the Board.</li> <li>• <b>Extended Service</b> – Mike Bateman and Simon Claridge had both agreed to extend their terms of office for one year to 31<sup>st</sup> July 2026 until the outcome of the SPA process was known and to provide stability and continuity to the Estates Strategy Group.</li> <li>• <b>FEC Intervention Assessment Summary Report: Weston College of Further &amp; Higher Education</b> – The Principal had highlighted the fact that there was a duty on every college to pause and reflect and to consider whether there were any learnings to be gleaned from the Weston College situation and how it got to that stage. It was</li> </ul>	

	<p>important to demonstrate that the College had reflected on its own formal scheme of delegation, governance processes and financial controls were robust enough to ensure HSDC never got into a similar position.</p> <ul style="list-style-type: none"> <li>• <b>Chair's Appraisal 24/25</b> – It was noted that 9 responses had been received by the deadline of 13<sup>th</sup> June 2025. TW advised that he would meet with the Chair to provide feedback on the outcomes of the process later in July 2025. A summary would be circulated to all members of the Board once this had been completed.</li> <li>• <b>1:1 Meetings with the Chair</b> – It was noted that, due to the significantly increased demand on the Chair's time the annual 1:1 meetings had not taken place in 24/25. However, the Chair recognised the importance of these meetings and agreed that he would make himself available to anyone who wished to have a 1:1 with him.</li> </ul> <p><b>Members of the Board reviewed the contents of the paper and formally undertook the following:</b></p> <ul style="list-style-type: none"> <li>(i) Reviewed and noted the current membership position outlined in Appendix A to the paper.</li> <li>(ii) Formally approved the recommendation that Donna Wearn, Keryn Landey and Penny Wycherley be appointed to the Board as External Governors, to serve for a 4-year term of office from 9<sup>th</sup> July 2025 to 8<sup>th</sup> July 2029.</li> <li>(iii) Noted the position regarding the memberships which were due to come under review during the 2024/2025 and 2025/2026 academic year and the related actions.</li> <li>(iv) Formally approved the membership of Corporation Committees provided at Appendix B.</li> <li>(v) Formally approved the updated Governance documents outlined in Appendix F to the paper.</li> <li>(vi) Formally approved the updated Register of Business Interests outlined in Appendix G to the paper.</li> <li>(vii) Noted the position regarding the Chair's appraisal 2024/2025.</li> <li>(viii) Noted the position regarding the 1:1 meetings with the Chair for 24/25.</li> </ul>	<p><b>Action:</b> Vice-Chair /Clerk</p>
<p>HSDC CORP 49/25</p>	<p><b>Annual Review of the Work of the Committees, their Terms of Reference and Annual Schedule of Business:</b></p> <p>Members of the Board were aware that, each year, as part of the annual review and evaluation cycle, all Corporation Committees undertook a review of their own specific Terms of Reference and Annual Cycle of Business at the summer term meeting.</p> <p>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 2025/2026 academic year.</p> <p><b>Members of the Board formally undertook the following:</b></p> <ul style="list-style-type: none"> <li>(i) 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.</li> <li>(ii) Approved the updated Scheme of Delegation for 2025/2026 provided as Appendix B to the paper.</li> </ul>	
<p>HSDC CORP 50/25</p>	<p><b>Termly Report on Governor Link Activity:</b></p> <p>Members of the Board received and noted a report which outlined the governor activity during the Summer term 2025. Members acknowledged that the summer term was quieter in terms of activity across the College due to examinations but, with the FEC Intervention Assessment visit, monthly Case Conference meetings with the FEC and DfE, Annual Strategic Conversation, SPA Steering Group meetings, Student Feedback session and the RSA Committee meetings to monitor the implementation of the Financial Improvement Plan, it had still been a very busy period! The Chair extended thanks to all governors for their commitment and hard work during the year.</p> <p><b>Members reviewed and noted the contents of the report.</b></p>	

<b>HSDC CORP 51/25</b>	<b>Termly Report on Items Approved by Email:</b>  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: <ul style="list-style-type: none"> <li>- The Appointment of the DP Curriculum &amp; Quality; and</li> <li>- <b>Accountability Statement</b> - Formal approval of the College’s Accountability Statement for 2025 which had been considered and recommended by the CQL Committee.</li> </ul>	
<b>HSDC CORP 52/25</b>	<b>Annual Report on the Use of the College Seal:</b>  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.  <b>Members reviewed the contents of the paper and noted the occasion when the Corporation Seal had been applied during 2024/2025 and formally ratified its use as authenticated by the Chair and the Principal.</b>	
<b>HSDC CORP 53/25</b>	<b>Calendar of Meetings in 2025/2026</b> - Members of the Board received and formally approved the Calendar of meetings for the Corporation and its Committees for the 2025/2026 academic year.	
<b>HSDC CORP 54/25</b>	<b>Strictly Confidential Item: Recruitment and Selection of the Principal and Chief Executive:</b>  <i>Staff and Student Governors and Executive Officers left the meeting for this item.</i>  External Governors received a strictly confidential paper on the Recruitment and Selection of the Principal and Chief Executive. Due to the strictly confidential nature of the contents of the report and the related discussions, this item is recorded as a strictly confidential item for Governors who are not staff and student only.	

**There being no other business, the main meeting closed at 18.34 hrs**

**Signed:** .....

**Date:**.....