



**SPECIAL MEETING OF THE HSDC CORPORATION  
HELD ON WEDNESDAY 5<sup>TH</sup> FEBRUARY 2025  
COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS  
OR REMOTE ACCESS VIA MICROSOFT TEAMS**

**M I N U T E S**

**Present:**

Mike Bateman ( <i>remote</i> )	Lorna Hayes ( <i>remote</i> )
Stella Charman ( <i>remote</i> )	Romy Jones
Simon Claridge	Kamlesh Pandya
Clive Dobbin (Chair)	Mike Tiller (Teaching Staff Governor)
Mike Gaston (Principal)	
Elspeith Mackeggie Gurney	<i>4 x vacancies (3 x external, LM/MT/XA 1 x Support Staff Governor)</i>

**In attendance:**  
 Bhupendra Pattni – Interim Finance Director  
 Jackie Eayrs – Clerk to the Corporation

<b>Total Membership</b>	18
<b>Total vacancies</b>	3 external governors (LM/MT/XA), 1 staff governor (HR)
<b>Total possible attendance</b>	14
<b>Quorum:</b>	8
<b>Total Present:</b>	10 - meeting quorate (71% attendance excl. vacs)

Minute Number	Minute	Action
HSDC CORP 01/25	<p><b>Apologies for Absence &amp; Welcome:</b>            Members were welcomed to the meeting and reminded that an additional special meeting of the Board had been convened to consider 3 key issues:</p> <ul style="list-style-type: none"> <li>South Downs land sale</li> <li>Report of the Joint Finance &amp; HR Committee</li> <li>Selection Committee Update.</li> </ul> <p>Apologies for absence were received and accepted from Steve Jorden, James Stefanaras, Tony Wright, Yvanna Kenfack Donfack, Suki Dhesi and Richard Barlow.</p>	
HSDC CORP 02/25	<p><b>Declarations of Interest</b> – Governors were reminded of their duty to declare an interest, financial or otherwise, in any item on the agenda. No member declared any conflict of interest which had not previously been declared.</p>	
HSDC CORP 03/25	<p><b>South Downs Land Sale Update:</b></p> <p>Members of the Board received a Briefing Paper on the South Downs Land Sale from Peter Marsh Consulting (PMc). Due to the commercially sensitive and confidential nature of the contents of the briefing paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.</p>	
HSDC CORP 04/25	<p><b>Report of the Joint Finance &amp; HR Committee (Part 1):</b></p> <p>Members of the Board received the Report of the Joint Finance &amp; HR Committee (Part 1) which provided a summary of the discussions which had taken place at the meeting held on 30<sup>th</sup> January 2025. The Chair of Corporation, Clive Dobbin (CD), spoke to Part 1 of the Report and advised members that the Committee had approved its Terms of Reference (provided as Appendix A to the Part 1 Report) and had spent a great deal of time scrutinising the Management Accounts for the period ended 31<sup>st</sup> December 2024 as outlined in the report.</p>	

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	<p>In particular, members noted the following:</p> <ul style="list-style-type: none"> <li>• Confirmation had been provided at the joint F&amp;HR Committee meeting that all known issues had been included and there was nothing that Governors were not aware of. This meant there would be no further surprises.</li> <li>• The Chair outlined the roles of Bhupendra Pattni and Andrew Tyley and he thanked them both for the support they had provided during this difficult period.</li> <li>• Members were advised that the FEC Health Check was taking place 5<sup>th</sup> And 6<sup>th</sup> February 2025, and he thanked all Governors involved in attending meetings over the 2-day period.</li> <li>• Members had considered the cashflow and acknowledged that the College could run out of operational cash in July 2025. It was acknowledged that two things could mitigate that, the land sale receipt and securing £450k of in-year savings from vacancy freeze and freeze on non-pay except for essential spend.</li> <li>• The Interim DP F&amp;F highlighted the fact that there had already been some traction from the management action taken i.e. end of Jan 2025 forecast was £878k but the current position was showing just over £1m which reflected a slightly improved position.</li> <li>• There was a discussion about reprofiling the income received from the ESFA. This was considered a good option as it pulled forward some income to protect the College's cash position. It was noted that the Interim DP F&amp;F would be exploring different variations and how that might impact the forecast and funding for 25/26. The Principal advised that a recommendation on reprofiling would be presented to the F&amp;E Committee in March 2025 with a view to seeking Board approval at the 2<sup>nd</sup> April 2025 meeting to protect the College's cash position. The Interim DP F&amp;F added that, having reviewed all of the options, this was a sound financial and robust way forward which provided a safety net. Reprofiling did not put the College into intervention.</li> <li>• There was a discussion about the benefits of requesting an FNTI (Financial Notice to Improve) which would enable the College to access borrowing from the DfE. The Principal stated that he wanted to avoid this option if possible due to the negative PR it might attract and the impact on recruitment for September 2025. Governors asked questions about the FNTI and what that would entail. The Principal explained that it would be formal intervention and regular monitoring meetings would be required and the College may be able to access more support from the FEC.</li> <li>• Governors were reminded that the College would receive a share of the £50m promised by the Government (due to be paid April/May 2025) which was revenue for staffing shortages and retaining staff etc. although it was acknowledged that specific details about this were not yet known.</li> <li>• The College had developed a financial recovery plan and Governors had established the joint Finance &amp; HR Committee to monitor the implementation of that plan and ensure proposed savings were achieved. The College would work its way through these challenges although it was acknowledged that this did not undermine or remove the seriousness of the current position the College faced.</li> <li>• The Joint Finance &amp; HR Committee to pick up the impact on staff and communication to staff and other key stakeholders. Every effort would continue to be made to minimise any negative impact on recruitment.</li> <li>• Members acknowledged that an external agency would be required to implement the restructuring with a significant number of staff potentially being put at risk.</li> </ul> <p><b>Members of the Board reviewed the contents of the Joint Finance &amp; HR Committee Report (Part 1) and noted the current position.</b></p>	
<p><b>HSDC CORP 05/25</b></p>	<p><b>Report of the Joint Finance &amp; HR Committee (Part 2):</b></p> <p>Members of the Board received the Report of the Joint Finance &amp; HR Committee (Part 2) which provided a summary of the discussions which had taken place at the meeting held on 30<sup>th</sup> January 2025 related to the proposed plans for curriculum efficiencies and the restructure plan and timeline. Due to the confidential nature of the contents of the report and the related discussions, this item is recorded as a separate confidential minute for Governors who are not staff and student only.</p>	

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HSDC CORP 06/25	<p><b>Report of the Selection Committee:</b></p> <p>The Chair reminded members that the interview and assessment day for the recruitment of a Deputy Principal Finance &amp; Facilities had taken place on Monday 3<sup>rd</sup> February 2025. He provided a verbal update on the outcome of the process and the recommendation of the Selection Committee. Due to the confidential nature of the contents of the verbal report and the related discussions, this item is recorded as a separate confidential minute for Governors who are not staff and student only.</p>	
HSDC CORP 07/25	<p><b>Date of next meeting</b> – Members noted that, in accordance with the Corporation Calendar 24/25 approved on the 10<sup>th</sup> July 2024, the next meeting of the Corporation was scheduled to take place on <b>Wednesday 2<sup>nd</sup> April 2025 at 16.45 hrs</b></p>	

There being no other business, the meeting closed at 17.58 hrs

Signed: .....

Date:.....