



**SPECIAL MEETING OF THE HSDC CORPORATION
HELD ON WEDNESDAY 24th SEPTEMBER 2025
ROOM 32, ALTON CAMPUS AND REMOTE ACCESS VIA MICROSOFT TEAMS**

MINUTES

Present:

Mike Bateman - *remote*
Stella Charman – *remote*
Ian Child - *remote*
Simon Claridge
Clive Dobbin (Chair)

Mike Gaston (Principal)
Romy Jones - *remote*
Kamlesh Pandya
Mike Tiller (Staff Governor)
Penny Wycherley

In attendance:

Suki Dhesi – Vice-Principal Students, Quality & Learning
Charlotte Nancarrow – Executive Director HR & CS
Bhupendra Pattni – Interim DP F&F
Duncan Adams – Strategic Advisor, DJA Advisory Ltd
Jackie Eayrs – Clerk to the Corporation

2 x vacancies (1 x external TW / 1 x student YKD)

Total Membership	18
Total vacancies	2
Total possible attendance	16
Quorum:	8
Total Present:	10 - meeting quorate <i>(56% attendance excluding vacancies)</i>

Minute Number	Minute	Action
HSDC CORP 55/25	<p>Board Briefing – Members of the Corporation received a Board Briefing from Duncan Adams (DA), Strategic Advisor, DJA Advisory Ltd who provided an overview of HSDC Communication.</p> <p>During his presentation DA provided reassurance to the Board that the Director of Marketing and Admissions and the Executive Director HR & CS both had a good skills set and had what was needed to build a good communications plan. He also made the following points:</p> <ul style="list-style-type: none"> • The first principle in instances of negative PR was “less is more”. The College should seek advice if a situation got too intense. • Redress from the local media rarely worked. If they did admit they were wrong, it would be printed in small on p42 of their publication. This also provided another opportunity to bring the story out again. • DA outlined the recommendations he had made which were outlined in his report. • One Governor suggested that the College should retain a list of leaders and decision-makers i.e. MPs, Leader of the Council etc. so that if there was a significant issue or bad news, the College could contact them directly and give them the truth first hand. DA confirmed this as a very wise approach. • One Governor acknowledged the “not feeding the beast” approach but expressed the view that the College could do more positive social media communication. It was demoralising to google the telephone number and see google reviews that, generally, showed quite a lot of negative comments. She went on to say that she was aware that there was a lot of positive good work done by the College that never seemed to appear out in the public arena. She questioned how the College could get a handle on student-to-student communication and what they were saying to each other about college. She went on to say that, if the relationship with the SU was improved, the College could solicit some better feedback and more positive student to student engagement about the positive aspects of HSDC. 	

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	<ul style="list-style-type: none"> One Governor commented that, in relation to the Alton campus, a lot of local people thought the College was closing. Positive communication was needed to make it clear that Alton had a future. DA responded by saying that the College could encourage people to do positive reviews. He added that colleges could always do more, but it depended on capacity. May be the College should review its resourcing of social media and marketing to try to counter-balance what may feel like more negative material or articles. DA stated that he was happy to work with the team regarding positive messaging for Alton. <p>The Chair thanked DA for his time and input and he left the meeting.</p> <p>The Principal advised members that many of recommendations arising from DA’s review had already been implemented e.g. the Director for Marketing and Admissions attending Executive meetings and the College was really pushing the idea of good news stories. The College would consider how it could infiltrate google messaging and influence a more positive narrative.</p> <p>Members were advised that DA was on a retainer for 6 months and there was a lot of potential management around that. The Principal stated that it was important to be clear about what the College was asking for but there was value in mentoring and the support provided to the Director Marketing and Admissions, even if just as a sounding board for ideas. He concluded by saying that, on the whole, the Marketing team were doing a good job. DA would continue to offer support to the College to support thinking about key messages that would be in the media over the coming months.</p> <p>The Executive Director HR & CS added that a new Digital Marketing Officer had been appointed. This was a vacancy which had been frozen in 24/25 but had now been filled. The College had a good presence in terms of online reviews. One Governor suggested a model from a successful college in London. They had learning ambassadors and people that volunteered who attended Open Evenings and gathered feedback from students and ensured those positive reviews were on google.</p>	
HSDC CORP 56/25	<p>Apologies for Absence – All members were welcomed to the meeting. Apologies for absence were received and accepted from Lorna Hayes, Keryn Landey, Melanie Luck, Elspeth Gurney, James Stefanaras and Donna Wearn.</p>	
HSDC CORP 57/25	<p>Declarations of Interest - No member declared any conflict of interest with any item on the agenda which had not previously been declared.</p>	
HSDC CORP 58/25	<p>Minutes and Matters Arising from Previous Meetings:</p> <ul style="list-style-type: none"> (i) Minutes of the meeting of the HSDC Board held on the 9th July 2025 - The Minutes of the meeting held on the 9th July 2025 were agreed as a true and accurate record and were signed by the Chair. (ii) Confidential minutes of the meeting of the HSDC Board held on the 9th July 2025 – The confidential minutes of the meeting held on the 9th July 2025 were agreed as a true and accurate record and were signed by the Chair. (iii) Matters arising from the minutes and the confidential minutes of the meeting of the HSDC Board held on the 9th July 2025 – Members noted that all the matters arising had been completed. (iv) Strictly Confidential minutes of the meeting of the HSDC Board held on 9th July 2025 – The strictly confidential minutes of the meeting of the HSDC Board held on the 9th July 2025 were agreed as a true and accurate record and were signed by the Chair. (v) Matters arising from the strictly confidential minutes of the meeting of the HSDC Board held on 9th July 2025 – Members noted that all matters arising had been completed. (vi) Minutes of the Special meeting of the HSDC Board held on the 28th August 2025 – The minutes of the special meeting of the HSDC Board held on the 28th August 2025 were agreed as a true and accurate record and were signed by the Chair. 	

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	<p>(vii) Confidential minutes of the special meeting of the HSDC Board held on 28th August 2025 – The confidential minutes of the special meeting of the HSDC Board held on the 28th August 2025 were agreed as a true and accurate record and were signed by the Chair.</p> <p>(viii) Matters arising from the minutes and confidential minutes of the special meeting of the HSDC Board held on 28th August 2025 – Members noted that all matters arising had been completed.</p> <p>(ix) Strictly confidential minutes of the special meeting of the HSDC Board held on 28th August 2025 – The strictly confidential minutes of the special meeting of the HSDC Board held on the 28th August 2025 were agreed as a true and accurate record and were signed by the Chair.</p> <p>(x) Matters arising from the strictly confidential minutes of the special meeting of the HSDC Board held on 28th August 2025 – Members noted that all matters arising had been completed.</p>	
<p>HSDC CORP 59/25</p>	<p>Principal’s Termly Update:</p> <p>Members of the Board received a Termly Report from the Principal which provided an update on key College issues, including:</p> <ul style="list-style-type: none"> • Initial outcomes for 2024/2025; and • Enrolments for 2025/2026 – In addition, a detailed enrolment report from the DP C&Q was provided as an Appendix to the Termly Report. • Financial impact of 25/26 enrolment • SPA Finance & Context Workshops • New Ofsted Inspection Framework. <p>The Principal stated that he did not propose to revisit the 24/25 outcomes as this had been fully discussed at the additional special meeting of the Corporation held on the 28th August 2025. He stated that it had been a tough start to the year with many colleagues leaving the organisation but in many ways, it had also been a positive and exciting one with the College celebrating strong outcomes, which was quite an achievement given the College’s journey over the last 12 months, and an encouraging enrolment position. He wished to recognise the strategies used to move the College in the right direction in terms of improved outcomes and he commended the DP C&Q for her leadership on this over the last 12 months.</p> <p>He referred members to his report and drew the following to members’ attention:</p> <ul style="list-style-type: none"> • The College had enrolled 247 16-18 study programme learners over target. If the same level of early withdrawals were applied, the College would still be above target by 86 learners. • The College had recruited 26 T Level learners over the target included in the budget for 25/26. If the additional learners were retained past RO4, the College could recognise additional income. • This was the last year that T Levels would sit outside normal funding with in-year claw backs. From 26/27 it would become part of the lagged funding model. • Against planned enrolments, the College had done well. • Enrolments at the Alton campus continued to be a growing concern with no positive impact on recruitment despite a best-intended marketing campaign. The plans for right sizing the campus had become even more urgent with the ongoing decline. The Principal emphasised that the ‘one College three campuses’ rhetoric was not right for Alton. It was key Alton had its own identity back again for the community. <p>Questions were invited from members and Governors raised the following points:</p> <ul style="list-style-type: none"> • Governors questioned whether LLDD and EHCP were counted as part of the 16-18 study programme target. The Principal confirmed they were. Governors queried the trend on that area of provision and the Principal confirmed they were increasing. He added that there was a whole issue in terms of the level of funding being received from the Unitary and County Authority. • The Chair asked if any further restructuring would be required after RO4. The DP C&Q advised that management were working on an attrition strategy to ensure the College 	

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	<p>retained a higher number of students at RO4 than it had in the last 2 years. She added that all 5 Assistant Principals had targets to reduce the attrition rate. She assured members that, with the enrolment headroom which had been secured, there were no concerns about the College reaching its funding target.</p> <ul style="list-style-type: none"> • The Chair highlighted the fact that Alton had not achieved its predicted number and there had been a decline over the last 5 years. He questioned why the strategies to reduce the attrition rate would be successful this year when they had not been in the past. He questioned whether any further right-sizing would be required if numbers fell any lower. The DP C&Q stated that the College could take courses off the curriculum and there was a further piece of work to do. • There was a brief discussion around NEETs. The Principal stated that NEETs were a much bigger problem in the Portsmouth area. The DP C&Q advised members that the Careers Team had metrics around NEETs which were tracked. • Governors questioned whether the decline at Alton was due to not offering the right curriculum. The Principal responded by saying that he believed it was to do with the competition, the reputation of the College, market share, branding, the relationship with schools and getting parents on side. He added that, when students did attend Alton, 50% of them achieved high grades. • Governors questioned value added. The DP C&Q advised that value added was in line with national levels. • Governors questioned whether the enrolment figure at Alton would mean a sustainable campus going forward. The Principal responded by saying that it depended on how well the other two campuses were doing. On the whole, Alton would need the same level of students as the Havant campus to be sustainable. He added that the curriculum did make a modest contribution. The biggest cost was the size of the estate for the number of students. The campus could be reduced in size to take out £1m of estate costs. <p>Financial Impact – The Principal reminded members that in 24/25, the College had delivered the first phase of its Financial Improvement Plan (FIP), achieving £3.8m in pay cost savings. While this marked significant progress, the financial position remained a key strategic priority. Members were reminded that the College would seek to identify a total of £4.5m savings over a two-to-three period with targeted pay savings of £250k in 25/26. The Principal advised members that once RO4 figures had been confirmed, details of these savings would be presented to the RSA Committee.</p> <p>The Principal highlighted the core priorities for 25/26 which included:</p> <ul style="list-style-type: none"> • Curriculum efficiency – Reviewing the reshaped curriculum offer and group sizes in line with established student enrolment (RO4). • Maximising Income – Across all sources of funded income, including exploring pathways to potential growth in Adult Education and Apprenticeships. • Structural and workforce reviews – Assessing business support, curriculum delivery support and college operational leadership structures to align staffing with curriculum needs, eliminate duplication and siloed working and reduce pay costs sustainably. • Operational efficiency – Redesigning workflows, improving processes and leveraging systems, automation, and new ways of working to enhance productivity. • Natural turnover – Reviewing opportunities arising from organisational turnover to support further cost efficiencies. <p>Trade Union Engagement – The Principal reminded members that the Trade Unions, UCU and NEU remained in a trade dispute with the College on pay and workload with a mandate for strike action in place through to the end of November 2025.</p> <p>Pay Award – The AoC recently announced a recommendation of a 4% pay award for 2025-2026 which set a national benchmark that aligned with the School Teachers’ Review Body proposal but remained non-binding for colleges. The Principal highlighted the fact that, while the recommendation reflected sector-wide aspirations to address recruitment and retention challenges, it presented a significant financial pressure for colleges like HSDC, in formal intervention and where no pay award had been budgeted for. The College would</p>	

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	<p>consider how best it could utilise the additional government funding income of £311k realised post the budget approval process. The Principal had asked the DP F&F to provide further detail via the August 2025 Management Accounts. Members questioned how much each 1% pay award cost the College. The Principal confirmed it was £260k per 1%.</p> <p>Staff Morale – The Principal advised members that morale, at present, seemed fairly mixed with some significant sickness, staff covering for newly appointed teachers yet to commence and where there were still vacancies. This put additional pressure on teachers getting used to different ways of working with larger class sizes and increased workloads.</p> <p>Finance & Context Meetings – HSDC continued to engage constructively with the FEC as part of the ongoing SPA process with five meetings with shortlisted colleges. The recent finance and context meetings had focused on transparency around financial health and on the complexity of the context with various permutations of solutions to be fully explored and considered. The Principal advised members that a number of potential partners had recently withdrawn from the process. This left the standalone option and two other potential partners continuing in the process.</p> <p>Government Changes – The Principal advised members that the recent Government reshuffle clarified that the DfE would retain 16-19 funding and the sponsorship and regulatory role of colleges with the Adult Skills Fund (ASF) and the Apprenticeship Levy moving to the DWP (Department for Work and Pensions). He added that it was too early to know what the impact of this would be but it was, generally, thought to be good news.</p> <p><i>Stella Charman left the meeting at this point (17.47 hrs)</i></p> <p>New Ofsted Inspection Framework – The Principal advised members that a briefing session would be provided to Governors on the new Inspection Framework at some point in the academic year.</p> <p>Student Successes – The Principal advised the Board that Mackenzie Bird had been shortlisted for the AoC Young Student of the Year award. The Principal wished to record his congratulations to Mackenzie who had been shortlisted along with two other students for this national award.</p> <p>Members of the Corporation reviewed and noted the Principal’s Termly Report.</p>	<p>Action: Clerk/ELT</p>
<p>HSDC CORP 60/25</p>	<p>Ambition 2030 - Strategic Plan 2025-2030:</p> <p>Members of the Board received the Ambition 2030 targets 25/26 which had been informed by Governor feedback at the half-day Governors’ conference on 7th July 2025. The Principal emphasised the fact that the College still needed a Strategic Plan, even if merger was the outcome of the SPA process. Members requested that an additional column showing the 24/25 final out-turn be added to the document.</p> <p>Members of the Board were familiar with the Ambition 2030 strategic objectives and measures and formally approved the annual KPIs set for 25/26 as outlined in the report.</p>	<p>Action: ELT</p>
<p>HSDC CORP 61/25</p>	<p>24/25 Closure of Accounts/Period 12 Management Accounts:</p> <p>Members of the Board received the Period 12 Management Accounts for the period up to 31st July 2025 which provided an early indication of the College’s 2024/2025 year-end position. Due to the confidential nature of the contents of the paper, this minute is recorded as a separate confidential minute of Governors only.</p>	
<p>HSDC CORP 62/25</p>	<p>Report of the Estates Strategy Group:</p> <p>Members of the Board received the Report of the Estates Strategy Group which outlined discussions at the meeting held on 11th September 2025. The report provided an update on the following areas:</p>	

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	<p>Group:</p> <ul style="list-style-type: none"> • Project Summary • Year 1 Interventions <p>Havant:</p> <ul style="list-style-type: none"> • Post-16 Capacity Fund New Build • A & B Block Façade Replacement • Summer Works 2025 • South Car Park • North Car Park overflow <p>South Downs:</p> <ul style="list-style-type: none"> • Summer works 2025 • Nursery Refurbishment • Land Sale <p>Alton:</p> <ul style="list-style-type: none"> • Beacon Centre – Phase 2 • Summer works 2025 • Alton campus estate review/Master Plan. <p>The Chair of ESG, Simon Claridge (SC), spoke to the report and drew members’ attention specifically to the update on the land sale which was complicated. He advised members of the following key points:</p> <ul style="list-style-type: none"> • The Board had previously agreed a lower income from the land sale, against a solution with PFP to protect both parties’ interests in the event that planning permission continued to take longer than targeted. This included a payment profile, subject to the College securing consent for its demolition/parking application and PFP not securing consent for its housing application. • In addition, at that time, the long stop date was revised to 30th April 2026 to provide a larger buffer in the event of further delay. In the event that planning for the PFP housing site was not achieved by 30 April 2026, PFP would pay the RICS Red Book Value of the site (to be determined at that date) in addition to the amounts outlined in the payment profile, with the balance being payable when planning was achieved and, the College would retain the right to ‘buy back’ the site at any time, until planning had been secured, at the same value that PFP had paid until that time. • The position at 1st September 2025 was reported. Having considered and determined a Red Book Value of £■■■■, PMc advised that PFP had been unable to get ‘comfortable’ with the revised valuation of the existing buildings. As a result, they had offered an alternative solution: <ul style="list-style-type: none"> - The sales price for the land to return back to the original contract value which represented a £■■■■ improvement to the revised offer previously agreed. - There would be no interim payment when the College’s application for demolition/parking was approved. - The long stop date for completion remained 30th April 2026, by which time, planning needed to be approved and the Section 106 completed (PFP had agreed to waive the 6-week JR period in this regard). • Given the progress which had now been made on the PFP housing planning application and the likelihood that the scheme would be recommended for approval in October or November 2025, PMc concluded that the revised offer outlined above would be commercially beneficial to HSDC and recommended that the Board approve the changes in the existing contract at its special meeting scheduled for 24th September 2025. • SC advised members that if, on the 1st May 2026, planning had not been secured and/or the Section 106 had not been signed, the College could further extend the long stop date or take the site back out to market at that time. <p>The Principal emphasised the fact that, despite the continuing delays associated with the land sale causing frustration, the receipt from the land sale had not been included in the</p>	

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	<p>College’s financial recovery plan. Therefore, from a commercial perspective, the proposal to return to the original land sale value was a positive outcome for the College. In addition, if the PfP housing application was considered and successful at the October 2025 committee meeting, a post balance-sheet event might still be possible, should matters conclude before the 2024/2025 Financial Statements were approved and signed. The Principal highlighted the fact that an application would need to be made to the FEC and DfE for a portion of the land sale receipt to be paid back into operational cash, it was not automatic.</p> <p>In addition, SC drew to members’ attention the fact that the ESG had considered and discussed a proposal from PMc for Client Advisory and Project Management Services in 2025/2026. The proposal outlined the framework for appointment from October 2025 to October 2026. Peter Marsh recognised that there was potentially a significant period of change over the next 6-12 months for the College and he expressed the view that flexibility within the plan could be accommodated.</p> <p>SC advised members that the ESG had agreed that the proposal appeared sensible and costs were reasonable. The ESG had considered the cost and impact should the College seek to manage these projects in-house. The Principal highlighted the fact that the contract with PMc had not been renewed over a number of years because it was the easy option but because the College believed in the value and quality of the projects being delivered by PMc. He added that other colleges had recently gone out to retender for these services and had ended up re-appointing PMc at the end of that process. However, he recognised the importance of an annual review.</p> <p>Members were aware from previous years of the reference in the Financial Regulations to the specific procurement waiver exemptions which would allow the requirement to follow normal purchasing practices to be waived in exceptional circumstances:</p> <ul style="list-style-type: none"> - Where the requirement is distinctly necessary to a particular supplier for strategic, contractual/operational or technical reasons. - Where the continuity of design or supply was the overriding factor. <p>Members acknowledged that, on this occasion, both of the above circumstances applied and members felt comfortable reappointing PMc on that basis.</p> <p>Members of the ESG agreed that they were comfortable to reappoint PMc for the 25/26 year on the proviso that the College would retender for these services for the 26/27 year.</p> <p>Members of the Board agreed to the revised offer from Places for People for the land sale as outlined in the report as recommended by the Estates Strategy Group. In addition, members endorsed the decision of the ESG to reappoint PMc for the 25/26 year on the proviso that the College retendered for these services for the 26/27 year.</p>	<p>Action: Clerk</p>
<p>HSDC CORP 63/25</p>	<p>Child Protection & Safeguarding:</p> <p>(i) HCC Safeguarding Audit and Action Plan:</p> <p>Members reviewed the Hampshire Safeguarding Children Partnership Audit Tool and related action plan which was required to be submitted by 30th September 2025 to retain oversight of the College’s safeguarding practices. Members were advised that progress was monitored termly by the Safeguarding Forum.</p> <p>The DP C&Q drew the 4 areas of weakness to members’ attention as follows:</p> <ul style="list-style-type: none"> - Insufficient resources for the Safeguarding Team – Members were advised that this had already been addressed. - Open Campus – This was being mitigated through ID checks. Students understood the importance of it. - Online Checks during shortlisting of candidates – Members noted that this was currently taking place at appointment. - Safeguarding grounds and buildings – Morning welcomes would continue and messaging to students about the importance of lanyard compliance. 	

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	<p>(ii) Review of Safeguarding Policy – Members of the Board reviewed the updated Safeguarding policy. The Chair extended thanks on behalf of the Board to the DP C&Q and her team for the fantastic job they did keeping the students safe.</p> <p>(iii) Artsmark – The DP C&Q advised members that the College met the criteria for the Artsmark national accreditation. This was a kitemark that highlighted using the creative sector to bring about innovation and would benefit staff on development days to ensure they developed their learning. Members of the Board reviewed the Statement of Committee and agreed the Chair should sign on the College’s behalf.</p> <p>Members of the Board formally approved the Safeguarding Audit to be submitted to Hampshire County Council by 30th September 2024 and approved the updated Safeguarding Policy.</p>	
<p>HSDC CORP 64/25</p>	<p>Strictly Confidential – Contract for Interim DP F&F:</p> <p>External Governors had received a strictly confidential report on the Contract for the Interim DP F&F. Due to the strictly confidential nature of the contents of the report and the related discussions, this item is recorded as a separate strictly confidential minute for External Governors only.</p>	
<p>HSDC CORP 65/25</p>	<p>Date of next meeting – Members noted that, in accordance with the Corporation Calendar 2025/2026 approved on the 9th July 2025, the next meeting of the full Corporation was scheduled to take place on Wednesday 17th December 2025 at 3.30pm with Christmas Dinner directly afterwards (venue to be agreed). In addition, members were reminded of the Governors’ Training session scheduled for Monday 6th October 2025 which would be used to feedback Governors’ experiences on the SPA reciprocal visits.</p>	

There being no other business, the meeting closed at 18.51 hrs.

Signed:

Date:.....