



**MEETING OF THE HSDC CORPORATION**  
**17<sup>th</sup> DECEMBER 2025**  
**COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS**  
**AND REMOTE ACCESS VIA MICROSOFT TEAMS**

**M I N U T E S**

**Present:**

Mike Bateman  
Stella Charman  
Ian Child  
Simon Claridge  
Clive Dobbin – (Chair)  
Mike Gaston – (Principal)  
Lorna Hayes  
Romy Jones

Keryn Landey (remote)  
Melanie Luck  
Kamlesh Pandya  
James Stefanaras – (Student Governor)  
Mike Tiller - Staff Governor  
Donna Wearn  
Penny Wycherley  
(3 x vacancies TW/EMG/YKD)

**In attendance:**

Richard Barlow – DP Curriculum  
Suki Dhesi – VP SLQ (remote)  
Mark Munro – Bishop Fleming, External Audit (remote)  
Jackie Eays – Clerk to the Corporation

**Total Membership:** 18  
**Total vacancies:** 3 (TW/YKD/EMG)  
**Total possible attendance:** 15  
**Quorum:** 8  
**Total present:** 13 – meeting quorate (81% attendance, excl. vacancies)

| Minute Number   | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Action |
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| HSDC CORP 66/25 | <b>Apologies for Absence &amp; Welcome:</b><br>All members were welcomed to the meeting. There were no apologies for absence, but members acknowledged that James Stefanaras would be a little late arriving due to public transport.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |        |
| HSDC CORP 67/25 | <b>Declarations of Interest</b> – Members were reminded of their duty to declare an interest, financial or otherwise, in any item on the agenda, not previously declared. No member declared any conflict of interest with any item on the agenda which had not previously been declared.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |        |
| HSDC CORP 68/25 | <b>Minutes and Matters Arising from Previous Meetings:</b><br><br>(i) <b>Minutes of the special meeting of the HSDC Corporation held on 24<sup>th</sup> September 2025</b> - The Minutes of the special meeting of the HSDC Corporation held on the 24 <sup>th</sup> September 2025 were agreed as a true and accurate record and were signed by the Chair.<br><br>(ii) <b>Matters arising from the special meeting of the HSDC Corporation held on the 24<sup>th</sup> September 2025</b> – Members noted that all matters arising had been completed.<br><br>(iii) <b>Confidential minutes of the special meeting of the HSDC Corporation held on 24<sup>th</sup> September 2025</b> – The confidential minutes of the special meeting of the HSDC Corporation held on the 24 <sup>th</sup> September 2025 were agreed as a true and accurate record and were signed by the Chair. There were no matters arising from them.<br><br>(iv) <b>Strictly Confidential Minutes of the special meeting of the HSDC Corporation held on the 24<sup>th</sup> September 2025</b> – The strictly confidential minutes of the special meeting of the HSDC Corporation held on the 24 <sup>th</sup> September 2025 were agreed as a true and accurate record and were signed by the Chair. |        |

| Minute Number   | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Action |
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|                 | (v) <b>Matters arising from the Strictly Confidential minutes of the special meeting of the HSDC Corporation held on the 24<sup>th</sup> September 2025</b> – Members noted that all matters arising had been completed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |        |
| HSDC CORP 69/25 | <b>Outcomes of the SPA Process:</b><br><br>The Chair provided a verbal report on the outcomes of the SPA process which had concluded two days prior to the Board meeting on 15 <sup>th</sup> December 2025. Due to the confidential nature of the contents of the verbal report and the related discussions, this item is recorded as a separate confidential item for governors only.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |        |
| HSDC CORP 70/25 | <b>Principal's Termly Report:</b><br><br>Members of the Board had received the Principal's Termly report which provided a wide-ranging update on national FE developments, including curriculum reform (transition to V Levels), the new Ofsted approach with a stronger emphasis on evidence, and potential local government reform implications. Governors discussed the uncertainty surrounding V Levels and the potential inspection timeline for HSDC, given the change which had occurred over the last 12-14 months and, particularly in view of a change in Principal on the horizon.<br><br>In presenting his report, the Principal drew the following key issues to members' attention: <ul style="list-style-type: none"> <li>• <b>Skills White Paper</b> – The Principal's Report provided a summary of key updates from the White Paper. He advised members that he had the privilege of attending a dinner with the Tertiary Colleges Group at the Speaker's House, Westminster and he had had the opportunity to speak with Minister Jackie Smith on the same day the White Paper had been published which had been well received by the sector.</li> <li>• <b>V Levels &amp; Curriculum Reform</b> - Governors discussed the positioning of V Levels alongside A Levels and T Levels. The Principal reported broad sector support despite structural changes ahead.</li> <li>• <b>Ofsted Framework Changes</b> - Governors noted the increased "audit-like" burden of evidence and the possibility of an inspection within two years.</li> <li>• <b>Local Authority Government Reform and Devolution</b> – The Principal advised that this had been delayed to 2028.</li> <li>• <b>SEND Developments</b> - Concerns raised about the implications of national SEND reforms and what it might mean for HSDC. The Principal stated that there were opportunities but it was important for HSDC to remain "at the table".</li> <li>• <b>Apprenticeships</b> - Opportunities for growth remained in this area.</li> <li>• <b>Skills Bootcamps</b>, with recent bootcamp activity supporting adult provision.</li> <li>• <b>AoC Conference</b> – Overall, the tone at the conference was cautiously optimistic. Boards were being urged to maintain robust financial oversight. There was also a growing recognition politically and publicly that colleges were essential to solving national productivity challenges and supporting inclusive economic growth.</li> <li>• <b>Student Successes</b> – Members noted that Mackenzie Bird had been awarded the Runner Up for the Young Student of the Year award (16-18 years old).</li> <li>• <b>Reflections</b> – The Principal shared his reflections on a career of over 37 years in the Further Education sector as part of his final report to the Board prior to retirement.</li> </ul> <b>Members of the Board reviewed and noted the contents of the Termly Report.</b> |        |
| HSDC CORP 71/25 | <b>Chief Executive Reporting: Progress Review of Strategic Measures:</b><br><br>Governors reviewed the early-year KPIs. Some areas are progressing well, while others require further attention. The Principal highlighted the need for more refined KPIs as the year evolved, particularly after the Board's decision related to the SPA outcome.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |        |

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|                        | <p>Members of the Board received the first progress update of the academic year for the 2025/2026 Strategic measures. It was noted that some areas were progressing well, while others required further attention. The Principal highlighted the need for more refined KPIs as the year evolved, particularly in light of the Board's recommendation related to the SPA process outcome.</p> <p><b>Members of the Board reviewed the key issues, challenges and risks associated with the 2025/2026 Strategic Measures and noted the current position.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |        |
| <b>HSDC CORP 72/25</b> | <p><b>Risk Register – Top Ten Risks</b></p> <p>Members of the Board received the Top Ten risks facing the College for consideration and review with particular scrutiny of staff morale, workload, student recruitment trends and IT system resilience. The Principal reminded members that strategic risks were presented to each of the Committees to monitor. In addition, the Audit Committee scrutinised the whole Risk Register and assessed underlying risks, not just headline items.</p> <p>Retention was discussed and governors asked how the College would mitigate the typical post-Christmas student drop-off. The Principal and DP C&amp;Q confirmed strong student–staff relationships, effective “safety net” intervention processes, close monitoring by Heads of Faculty and proactive parental engagement for students at risk.</p> <p><b>Members reviewed and noted the contents of the paper.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |        |
| <b>HSDC CORP 73/25</b> | <p><b>Report of the Audit Committee:</b></p> <p>Members of the Board received the Report of the Audit Committee from the meeting held on the 3<sup>rd</sup> December 2025. The Committee, chaired by Penny Wycherley, had reviewed key areas of assurance relating to internal control, risk management, audit activity and financial reporting. The following matters were highlighted for members' attention:</p> <p><b>Internal Audit – IT Cyber Security Review:</b><br/>Validera's Internal Audit Report on Cyber Security, had provided 'Adequate' assurance. Five recommendations were made (1 high, 2 medium, 2 low).<br/>Key improvement areas included:</p> <ul style="list-style-type: none"> <li>• Lack of segmentation between staff and student networks.</li> <li>• No requirement for internal MFA.</li> <li>• Weak processes for notifying IT of staff role changes.</li> <li>• No supply-chain risk management strategy.</li> <li>• Insufficient staff cyber-security training and lack of recognised IT certifications.</li> </ul> <p><b>Agreed actions included:</b></p> <ul style="list-style-type: none"> <li>• HR system limitations to be raised with the relevant committee.</li> <li>• Sandbox network for programming students to be explored.</li> <li>• Validera to connect IT colleagues with institutions experienced in network segmentation.</li> <li>• Procurement-related supply-chain risk to return to the next meeting.</li> <li>• IT specialist certification to be monitored via the HR Committee.</li> </ul> <p><b>Cyber Security, Information Governance &amp; GDPR:</b></p> <ul style="list-style-type: none"> <li>• Appointment of a Data Protection Officer (0.6 FTE). Line-management arrangements to be reviewed, as the DPO should not report to IT or HR.</li> <li>• 8 FOI requests received and 6 data breaches reported since June 2025 (none required ICO reporting).</li> <li>• Committee requested a simplified breach reporting format outlining lessons learned, corrective actions and thresholds for ICO reporting, including use of the standard ICO</li> </ul> |        |

| Minute Number | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Action |
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|               | <p>form.</p> <p><b>Risk Register – Top Risks:</b><br/>The Committee requested sight of the top 25 risks, with discussion on improved presentation (e.g. A3 colour format).<br/>Two new risks were noted:</p> <ul style="list-style-type: none"> <li>• Staff morale linked to potential merger decisions.</li> <li>• Merger costs, with estimated due-diligence costs of c.£750k not included in the 25/26 budget.</li> <li>• Risk profile trending downward overall; cash balance increasing.</li> </ul> <p><b>Mock DfE Funding Assurance Review:</b><br/>A specialist mock assurance audit had been undertaken before the full DfE review in Aug–Nov 2025. The mock audit preparation was considered highly valuable. The DfE draft outcome showed nominal errors, and no substantive clawback and credit was extended to the MIS team for this outcome. Members acknowledged that it was very difficult to get a ‘clean’ funding audit in Further Education. Actions agreed included thanking contributors and considering another mock audit in future years.</p> <p><b>Management Accounts:</b><br/>The Committee reviewed Period 3 Management Accounts in the context of going-concern considerations. Validera confirmed the College was now in a “much better place”, with improved forecasting under the full-accrual model.</p> <p><b>Internal Audit Annual Report 2024/2025:</b><br/>Internal Audit gave an overall opinion of adequate and effective risk management, governance and control processes. The adjusted Internal Audit plan (reflecting external scrutiny and FNTI) delivered assurance where most needed.</p> <p><b>External Audit – Financial Statements 2024/2025:</b><br/>The Committee considered the Financial Statements and Key Issues Discussion Document (KIDD). Headline points:</p> <ul style="list-style-type: none"> <li>• Audit largely complete; unmodified opinion anticipated.</li> <li>• No significant issues identified.</li> <li>• Merger decision may require statements to be prepared on a basis other than going concern.</li> <li>• No material errors in capital accounting or pension assumptions.</li> <li>• Regularity audit also unmodified.</li> <li>• No audit adjustments affecting in-year surplus/deficit.</li> </ul> <p>The Committee agreed to recommend approval of the KIDD to the Corporation.</p> <p><b>Internal Audit Strategy 2025-2028 and Annual Plan 2025-2026:</b><br/>The Committee reviewed and supported the 3-year risk-based strategy and recommended the 2025/26 Annual Plan for Corporation approval.</p> <p><b>Internal Audit Recommendation Tracker:</b><br/>Validera proposed a cloud-based audit tracker to improve monitoring of audit recommendations. The Committee agreed the option should be explored.</p> <p><b>Annual Audit Committee Report to Corporation:</b><br/>The Committee reviewed and requested one amendment (strengthened management accounting reference) before recommending the report for Corporation approval.</p> <p><b>Business Continuity Plan:</b><br/>The Crisis Management and Business Continuity documentation was considered too light-touch. The Committee endorsed it only as an interim plan, and it was agreed it would return to the Committee once a new Director of Facilities had been appointed.</p> |        |

| Minute Number   | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Action |
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|                 | <p><b>Policies:</b></p> <ul style="list-style-type: none"> <li>• Anti-Fraud, Bribery &amp; Corruption Policy to be updated to reflect the Economic Crime Transparency Act (2026).</li> <li>• Whistleblowing Policy was approved under delegated authority.</li> </ul> <p><b>Items Without Management Present:</b></p> <p>Internal Auditor confirmed full cooperation from staff and no matters of concern. Governors praised the significant progress which had been made.</p> <p><b>Members of the Corporation reviewed and noted the contents of the Audit Committee Termly Report and undertook the following:</b></p> <ul style="list-style-type: none"> <li>• Reviewed the contents of the report and noted the key issues discussed at the Audit Committee meeting held on the 3<sup>rd</sup> December 2025.</li> <li>• Noted the conclusions of the Key Issues Discussion Document (KIDD - Management Letter) from Bishop Fleming, External Audit Service Provider, in respect of the Financial Statements 2024/2025.</li> <li>• Noted the conclusions of the Annual Report on Risk Management to inform the Board's view of the overall internal control framework.</li> <li>• Formally approved the Internal Audit Strategy Document 2025/2028 and Annual Plan for 2025/2026.</li> <li>• Noted the conclusions of the Annual Report of the Audit Committee, to inform the Board's view of the overall controls framework and formally approved it for onward transmission to the ESFA with the Financial Statements.</li> <li>• Noted and accepted the Internal Audit Annual Report 2024/2025 from Validera.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |        |
| HSDC CORP 74/25 | <p><b>The Audit Findings Report from Bishop Fleming:</b><br/>(Mark Munro from Bishop Fleming, External Audit Service, joined the meeting for this item)</p> <p>The Chair welcomed Mark Munro (MM), Bishop Fleming, to the meeting and invited him to present the Key Issues Discussion Document (KIDD) for the year ending 31<sup>st</sup> July 2025. MM advised members that the KIDD had been considered by the Audit Committee at its meeting on 3<sup>rd</sup> December 2005.</p> <p>He provided a high-level summary of the KIDD and drew the following key points to members' attention:</p> <ul style="list-style-type: none"> <li>• The audit process had gone smoothly. He extended thanks to the DP F&amp;F and his team for facilitating that.</li> <li>• MM referred members to section 4 which outlined the key audit risks.</li> <li>• The audit work had concluded, and no material errors had been identified.</li> <li>• MM highlighted a risk area related to the going concern status of the College and he advised members that Bishop Fleming had spent time reviewing forecasts for 2026 and beyond. He added that a good portion of the Audit Committee meeting had been spent discussing the future direction of the College. He added that the audit opinion could vary depending on the Board's decision in respect of the SPA process. The Chair advised MM that the Board had agreed to recommend that the College remain 'standalone' but this was subject to Ministerial approval. MM acknowledged this and confirmed that the work done on the going concern to date was consistent with that outcome. He confirmed that the audit opinion would be unmodified and as reflected in the Financial Statements presented.</li> <li>• Members were referred to section 6, Regularity Audit and MM confirmed that the audit opinion was unmodified for Regularity and there were no issues to bring to the Board's attention.</li> <li>• Audit Adjustments – MM advised that there had been no adjustments made in respect of the audit findings that would affect the surplus or deficit in year.</li> <li>• Section 9 – MM referred members to section 9 which highlighted control points identified during the course of Bishop Fleming's work. These had been discussed and agreed with the management team.</li> </ul> <p>MM confirmed that the audit work had been satisfactorily completed and there were no issues of concern to bring to the Board's attention. He added that the work had been</p> |        |

| Minute Number                    | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Action |
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|                                  | <p>concluded and an unmodified opinion issued based on decisions confirmed at tonight's meeting. The Chair extended thanks to Mark Munro and the Bishop Fleming team for the work undertaken during what had been an unusual year.</p> <p><b>Members of the Board formally approved the Key Issues Discussion Document (KIDD) from Bishop Fleming.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |        |
| <b>HSDC CORP</b><br><b>75/25</b> | <p><b>Termly Report of the CQL Committee:</b></p> <p>The Board received the Termly Report of the CQL Committee which outlined the key issues which had been considered by the Committee at the meeting held on the 10<sup>th</sup> November 2025. Romy Jones (RJ), Chair of the Committee, presented the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> <li>• <b>SAR 2024/2025 and QIP 2025/2026</b> – Feedback had been provided at the CQL meeting and a number of amendments made to the report to make it stronger and more specific in places. This work had taken place outside the meeting and the Committee had agreed to recommend those changes to the Board.</li> <li>• <b>Business Support Self-Assessment</b> – received and noted.</li> <li>• <b>Staff Commitment</b> – The Committee acknowledged the commitment of staff, not just the business support teams but teaching staff as well, particularly over the last 12 months and in light of improved recruitment, retention and outcomes during a particularly challenging time. Members recognised that staff were all pulling together and this should be recorded in the minutes.</li> <li>• <b>ALS Team</b> – The Committee had discussed staffing shortages and 'right-sizing' the ALS team. Based on current income and the level of expenditure, the College was in a deficit position of about c.£500k which could not be sustained. The College was working with West Herts College to consider and review the management and admin structure around this provision. The Committee had been reassured that the College was tackling the issues from a number of different angles.</li> <li>• <b>Safeguarding</b> – It was noted that safeguarding remained effective at the College throughout 2024/2025 despite an increase in demand. Improvements had been made through additional resource including an in-house safety warden. Members were advised that, at the Student Feedback session at the South Downs campus in October 2025, students had been very positive about how safe they felt at College and how it was seen as a haven from the threatening world outside. The CQL Committee had agreed to recommend the Annual Safeguarding Report 24/25.</li> <li>• <b>Enrichment</b> – The DP C&amp;Q highlighted forthcoming further enrichment reporting and advised members that there was now an active enrichment co-ordinator at the Alton campus.</li> <li>• <b>Annual Equity, Diversity and Inclusion Report 2024/2025</b> – The Committee had agreed to recommend the Annual EDI Report 23/24 for approval by the Board.</li> </ul> <p><b>Members of the Board undertook the following:</b></p> <ol style="list-style-type: none"> <li><b>Reviewed and noted the contents of the termly report.</b></li> <li><b>Formally approved the Self-Assessment Report 2024/2025 and the Quality Improvement Plan 2025/2026.</b></li> <li><b>Formally approved the Annual Safeguarding Report 2024/2025.</b></li> <li><b>Formally approved the Annual EDI Report 2024/2025.</b></li> <li><b>Formally approved the English &amp; Maths Policy and Back on Track policy (including the Student Charter).</b></li> </ol> |        |
| <b>HSDC CORP</b><br><b>76/25</b> | <p><b>Termly Report of the Finance &amp; Estates Committee:</b></p> <p>Members of the Board received the Report of the F&amp;E Committee from the meeting held on 24<sup>th</sup> November 2025. The Chair of the F&amp;E Committee, Ian Child (IC) drew the following to members' attention:</p> <ul style="list-style-type: none"> <li>• Governors reviewed the position on sustainability, growth targets and SIR (staff to income ratio) ratios and had challenged some RAG ratings for optimism.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |        |

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|                                | <ul style="list-style-type: none"> <li>The SIR was considered increasingly central to future financial sustainability, and the Committee agreed it was good to see it being considered with every decision made.</li> <li>The Committee discussed the VDI infrastructure and essential spend holding the project back. IC advised that the team were thinking laterally about how they could overcome this. Members also discussed the need for a more robust 5-year IT investment plan which could be built into financial forecasts moving forward.</li> <li>Health and safety matters were scrutinised, including two recent RIDDOR-reportable incidents. The Committee had received assurance regarding corrective actions to ensure the incidents were not repeated. IC confirmed that there had been no issues from the HSE in terms of the reportable incidents.</li> <li>IC highlighted the fact that the original version of the Annual H&amp;S Report had included a concerning comment regarding health and safety being adversely affected due to organisational changes and financial constraints. IC advised that the report had been prepared by an individual with a particular agenda. The Committee had sought additional assurances and had asked for the report to be updated to reflect this.</li> <li>IC acknowledged that the pay award was a separate item on the agenda. He advised members that there had been a long and detailed discussion at the committee meeting and consideration had been given to what a merger partner might think. The recommendation of the Committee had been based on affordability. Based on the figures being presented at that time, the committee had agreed to recommend to the Board that a 3% pay award was affordable.</li> <li>The Principal advised members of a health and safety incident which was reportable to the College's insurers in terms of liability. Members were advised that a member of the Facilities Team had not followed policy and had conducted remedial work in an area which contained asbestos. The DP F&amp;F confirmed that the incident had been reported and the area had been made safe in accordance with RIDDOR and reported to the College insurers.</li> </ul> <p><b>Members of the Board undertook the following:</b></p> <p><b>(i) Formally approved the updated H&amp;S Policy and the Annual H&amp;S Report 2024/2025 as recommended by the F&amp;E Committee.</b></p> <p><b>(ii) Reviewed and noted the other issues discussed, as outlined in the Termly Report.</b></p> |        |
| <b>HSDC<br/>CORP<br/>77/25</b> | <p><b>Out-turn 2025/2025:</b></p> <p>Members of the Board received the following documents as part of their consideration of the Annual Report and Financial Statements for the year ending 31<sup>st</sup> July 2025:</p> <ul style="list-style-type: none"> <li>2024/2025 Financial Statements cover report bringing key issues to members' attention</li> <li>2024/2025 Financial Statements for the year ending 31<sup>st</sup> July 2025</li> <li>Regularity Self-Assessment Questionnaire (RSAQ)</li> <li>Annual Going Concern Report.</li> </ul> <p>The DP F&amp;F advised members that the Financial Statements had been reviewed and considered by both the Finance and Audit Committees. The external audit had been very thorough and had concluded a very positive clear outcome. The DP F&amp;F acknowledged that the out-turn had been a £1.724m deficit but this had been a significantly improved position due to the work which had been led by the Principal during the year.</p> <p><b>Members of the Board undertook the following:</b></p> <p><b>(iii) Formally approved the Annual Report and Financial Statements for the year ended 31 July 2025 for HSDC.</b></p> <p><b>(iv) Formally approved the Key Issues Discussion Document (KIDD), Letters of Representation for the Financial Statements Audit and Regularity Assurance matters for HSDC.</b></p> <p><b>(v) Formally approved the Regularity and Propriety Self-Assessment Questionnaire for HSDC.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |        |
| <b>HSDC<br/>CORP</b>           | <b>Report of the RSA Committee:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |        |

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| 78/25                            | <p>Members of the Board received the Termly Report of the RSA Committee which outlined discussions at the meeting held on 3<sup>rd</sup> November 2025. The Chair, Clive Dobbin (CD), spoke to the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> <li>Governors had welcomed the substantial savings achieved to date and had acknowledged the incredible effort of the team which had resulted in savings beyond expectations.</li> <li>Continued savings of £250k and £500k must be secured next year. The RSA Committee would monitor this going forward to ensure it was achieved.</li> <li>It was key to ensure that the College did not slip back. CD highlighted concerns related to workload. It was key that these concerns did not translate into the recruitment of additional staff. It was key not to add to the staff FTE during 25/26.</li> <li>The curriculum review discipline established must continue. CD added that this may involve further changes, particularly due to the drop in numbers at the Alton campus. It was key to pursue next year's curriculum review with as much rigor.</li> <li>The progress made since the RSA Committee had been established was pleasing and thanks were extended to the governors involved.</li> </ul> <p>Governors sought clarification on the 'deep dives' as part of the business support review and the ED HR &amp; CS confirmed they were currently underway. Governors sought clarity on the evidence to support the notion that some areas (ALS) were over-supported. The DP C&amp;Q confirmed that the College had benchmarked against other organisations (i.e Treloar College and West Herts College) and the College was spending more than the sector average on the management of SEND provision. She went on to say that the deep dive in ALS was to ensure the level of management was constricted and LSAs were increased.</p> <p><b>Members of the Board reviewed and noted the contents of the paper.</b></p> |        |
| <b>HSDC CORP</b><br><b>79/25</b> | <p><b>HSDC 16-18 Learner Number and Reconciliation 2025-2026:</b></p> <p>Members of the Board received a report which provided an update on the 16-18 study programme and T-Level learner numbers for 2025/2026. The DP F&amp;F spoke to the report and drew the following to members' attention:</p> <ul style="list-style-type: none"> <li>The DfE had funded the College for 4405 16-18 learners for 2025/2026.</li> <li>The funding of 4405 learners had been made up from: <ul style="list-style-type: none"> <li>- 3880 16-18 study programme learners</li> <li>- 525 16-18 T-Level learners.</li> </ul> </li> <li>16-18 learner numbers had exceeded target by 146 (4026 against 3880)</li> <li>T-Levels were below target but had been offset by 16-18 growth (378 enrolled against budget target of 367 but below funded target of 525)</li> <li>In preparing the budget for 25/26 and financial forecasts the College had only accounted for 3880 study programme learners and 357 T-Level learners.</li> <li>The 146 over delivery of study programme learners was expected to add a prudent £600k to the surplus of HSDC in 25/26.</li> <li>Members acknowledged that this was the last year that T-Levels would be funded separately.</li> </ul> <p><b>Members of the Board reviewed and noted the contents of the report.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |        |
| <b>HSDC CORP</b><br><b>80/25</b> | <p><b>Management Accounts for the period ended 30<sup>th</sup> November 2025 (Period 4):</b></p> <p>The Board reviewed and noted the November 2025 Management Accounts. The Interim DP F&amp;F brought the following key points to members' attention:</p> <ul style="list-style-type: none"> <li>A strong improved position was reported with a forecast surplus of £3.272m (Education Specific EBITDA) for the year to July 2026, against a Board approved target surplus of £2.031m. This reflected an improvement of £1.241m.</li> <li>The forecast out-turn included additional income related to the increase in 16-19 funding rates, as the DfE contract had been issued after the Budget had been approved, and pension liability reductions.</li> <li>The forecast out-turn was subject to the decision on the pay award due to be considered later on the agenda.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |        |

| Minute Number   | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Action                                                         |
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|                 | <ul style="list-style-type: none"> <li>Financial Health was forecast to be 'Good' with a score of 220 (10 points away from 'Outstanding').</li> <li>Pay to income ratio projections (65%-68%) were discussed, with some concerns were raised about longer-term sustainability.</li> </ul> <p><b>Members of the Board reviewed the contents of the Management Accounts (period 4) and noted the current position.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                |
| HSDC CORP 81/25 | <p><b>HSDC Pay Award 2025/2026:</b></p> <p>Members of the Board received a paper on the Pay Award for 2025/2026. The Principal and Interim DP F&amp;F presented a number of options. There was a long and detailed discussion, governors debated affordability, long-term risk, the use of the £311k retention/attraction funding received from the DfE in May 2025, and comparisons with other local colleges. Several governors expressed concern about committing without fuller financial modelling, particularly around pay to income ratio and future staffing needs.</p> <p><b>Members of the Board agreed that further work and information was required before a final decision could be made. The Corporation agreed to defer the decision to the January 2026 meeting. It was agreed the Principal would draft a letter to staff explaining the decision and the timelines involved.</b></p>                                                  | <p><b>Action:</b><br/>ELT<br/><b>Action:</b><br/>Principal</p> |
| HSDC CORP 82/25 | <p><b>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 8<sup>th</sup> December 2025.</p> <p>Governors noted progress on capital works, including FECCA-funded projects, and the advancing PfP land sale, with Section 106 matters expected to conclude in early 2026. The Board highlighted the importance of considering Alton estate priorities within the January 2026 strategy session.</p> <p><b>Members of the Board reviewed the contents of the report and noted the progress achieved to date in the delivery of the Estates Strategy.</b></p>                                                                                                                                                                                                                                                                                               |                                                                |
| HSDC CORP 83/25 | <p><b>Termly Report of the HR Committee:</b></p> <p>Members of the Board received the Termly Report of the HR Committee from the meeting held on 27<sup>th</sup> November 2025. The Chair of HR Committee, Lorna Hayes (LH), spoke to the report and highlighted that, following the substantial organisational change programme implemented in 2024/2025, the College was getting back to business as usual. She congratulated the Executive Director HR &amp; CS and her team for the amazing and difficult task which had been achieved. She went on to outline the compliance-led HR work which was important in terms of turning staff morale around. Progress was also outlined for compliance, case management, and staff support. Governors noted the risk of continued delay to the pay award and its impact on morale going forward.</p> <p><b>Members of the Board reviewed and noted the contents of the HR Committee Termly Report.</b></p> |                                                                |
| HSDC CORP 84/25 | <p><b>Termly Report of the Search &amp; Governance Committee:</b></p> <p>Members of the Board received the Termly Report of the Search &amp; Governance Committee from the meeting held on the 15<sup>th</sup> October 2025.</p> <p><b>Members of the Board undertook the following:</b></p> <ul style="list-style-type: none"> <li>(i) Reviewed the contents of the report and noted the current membership position as outlined in Appendix A to the paper.</li> <li>(ii) Formally approved the membership of Corporation Committees for 25/26 as outlined in Appendix B to the paper.</li> </ul>                                                                                                                                                                                                                                                                                                                                                      |                                                                |

| Minute Number   | Minute                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Action |
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|                 | <p>(iii) Formally endorsed the Governors' Training Programme for 25/26 as outlined in Appendix C to the paper.</p> <p>(iv) Formally approved the updated governance documents outlined in Appendix D to the paper as recommended by the Committee.</p> <p>(v) Members reviewed and noted the other issues considered by the Committee as outlined in the report.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |        |
| HSDC CORP 85/25 | <p><b>Annual Report of the Search &amp; Governance Committee 2023/2024</b></p> <p>Members of the Board had received the Annual Report of the Search &amp; Governance Committee 2025/2025 for consideration and review. The Committee had previously agreed to establish an Annual Report of the Search &amp; Governance Committee to outline the key issues considered and summarise the work of the Committee during the year to provide a formalised channel for discussion and query at Board level.</p> <p><b>Members of the Board reviewed and endorsed the Annual Report of the Search &amp; Governance Committee 2024/2025.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |        |
| HSDC CORP 86/25 | <p><b>Governor Links Termly Report – Autumn 2025:</b></p> <p>The Chair thanked governors for their engagement with the College. Particular thanks were extended to Mike Bateman for the amount of time and work he contributed and for his 100% exemplary attendance record for both meetings and training events.</p> <p><b>Members of the Board reviewed the contents of the report and noted that there had been significant Governor activity during the Autumn Term 2025.</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |        |
| HSDC CORP 87/25 | <p><b>Report from Board Champions:</b></p> <ul style="list-style-type: none"> <li><b>SEND Champion</b> – The SEND Champion, Stella Charman (SC) advised members that this was the first Champion report for SEND as there had not been a governor in this role for a little while. She advised members that she had met with the Assistant Principal for SEND and she had been dismayed to learn that voluntary redundancy had been accepted and she would be leaving the College. She expressed concern at the loss of an individual with significant SEND experience who was also a respected senior leader. SC reported that her meeting with the AP had gone well and the area was identified as a strength. She hated to see that being lost to the College. She concluded by saying that it felt like there was some fragility in the service with sickness, staff morale and stress related issues. SC advised members she had booked to attend a conference on SEND in April 2026 to better understand this important area of the College's provision. She flagged her concerns and stated that the SEND provision was the "jewel in the College's crown" and should be kept as such. The DP C&amp;Q outlined the work which was underway, the sector benchmarking which had been done with Treloar College and the identification of leadership duplication. She went on to say that the College had 3 managers who were leaders of SEND and they were all extremely experienced and providing excellent leadership. It was agreed that SC would meet with the DP C&amp;Q to discuss the work which was being conducted as part of the deep-dive into this area.</li> </ul> |        |
| HSDC CORP 88/25 | <p><b>Report of the Remuneration Committee meeting:</b></p> <p>Members were advised that the Remuneration Committee meeting would take place in the Spring term and the outcomes reported to the March 2026 Board meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |        |
| HSDC CORP 89/25 | <p><b>Urgent Business</b> – No urgent business had been notified to the Chair.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |        |
| HSDC CORP 90/25 | <p><b>Date of next meeting</b> – The date of the next meeting was noted as 25<sup>th</sup> March 2026. Members were reminded of the Governors' training session and Special Corporation meeting on the 28<sup>th</sup> January 2026.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |        |

There being no other business, the Chair closed the meeting at 18.56 hrs.

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**Signed:** .....

**Date:**.....