SPECIAL MEETING OF THE HSDC CORPORATION
HELD ON WEDNESDAY 28th JANUARY 2026
COMMITTEE ROOM (134), SOUTH DOWNS CAMPUS AND REMOTE ACCESS VIA MICROSOFT TEAMS

M I N U T E S

Present:
Romy Allen
Mike Bateman
Stella Charman
Simon Claridge
Elspeth Gurney (Associate from item 4) - *remote*
Kurt Hintz (Interim Principal)
Keryn Landey – *remote*
Melanie Luck (Support Staff Governor)
Kamlesh Pandya
Graham Razey (Deputy FE Commissioner) - *remote*
Mike Tiller (Staff Governor)
Penny Wycherley (Chair)

In attendance:
Suki Dhesi – DP Curriculum & Quality
Charlotte Nancarrow – Executive Director HR & CS
Bhupendra Pattni – Interim DP F&F
Jackie Eayrs – Clerk to the Corporation

6 vacancies (5 x external, 1 x student)

Total Membership	18
Total vacancies	6
Total possible attendance	12
Quorum:	8
Total Present:	10 - meeting quorate *(83% attendance excluding vacancies. 56% incl. vacancies)*

Minute Number	Minute	Action
HSDC CORP 01/26	**Board Feedback Exercise** – On arrival, members of the Board were invited to participate in a 'post-it-note' feedback exercise and provide their view on 3 key themes: • Communication • Papers; and • Organisation of governance.	
HSDC CORP 02/26	**Apologies for Absence –** The Chair opened the special meeting and welcomed all governors to a hybrid session designed to progress several time-sensitive governance and strategic items. A particular welcome was extended to Kurt Hintz, interim Principal, attending his first full Corporation meeting (week 4 in post), and to Graham Razey, Deputy FE Commissioner, who introduced himself and confirmed his role in providing timely support and approvals during the current phase of intervention. Apologies were received and accepted from Ian Child and James Stefanaras. The Chair explained the intention to incorporate a short breakout exercise midway through the agenda to encourage fuller discussion among governors ahead of bringing proposals back to the Board.	
HSDC CORP 03/26	**Declarations of Interest –** Governors were reminded of their duty to declare an interest, financial or otherwise, in any item on the agenda. No new declarations were made.	
HSDC CORP 04/26	**Membership Position and Review of Corporation Committee Structure:** *Elspeth Gurney and Mike Bateman withdrew from the part of the meeting relevant to their consideration of membership.* Members of the Board received a paper on the Membership Position and Review of Corporation Committee Structure. The Chair outlined the purpose of the report and stated that, following the Intervention Reports from the FEC Team and feedback from current members of the Board, several areas for action had been identified. The aim was to develop the Board through building on previous good practice and to create a more	

Minute Number	Minute	Action
	transparent and team culture with both challenge and support for senior management. Clear objectives were outlined in the report which included: • To have an appropriately skilled Board in the short-term. • To recruit additional governors to ensure an appropriately skilled Board in the longer term. • To ensure new Governors were supported to contribute at an early stage. • To strengthen communication and involvement by and with Board members. • To ensure committee responsibilities did not overlap and lines of responsibility were clear. The Board considered and agreed the following: (i) **Associate Governors** – The appointment of Elspeth Gurney as an Associate Governor was formally and unanimously approved. The Chair advised members that, as an Associate member, Elspeth would have full speech rights at meetings but would not have a vote and would not be included in the quorum. In addition, the Chair proposed that, from 1st August 2026, Mike Bateman transition to Associate Governor, for 12 months, to mentor the 5 new governors which were currently being recruited. The Chair recognised that Mike had been a valued member of the Board for some years and thanks were recorded to him for his longstanding contribution. There was a brief discussion about strengthening the induction process and it was agreed this should be referred to the Search & Governance Committee for consideration in due course. (ii) **Student Governors** – It was noted that James Stefanaras was due to complete his studies in March 2026. Nominations for two new Student Governors would be sought from amongst the wider student body after February half-term. (iii) **Committee Structure:** • **RSA Committee** - Following feedback from some members and, in consultation with the FE Commissioner's team, the Board agreed to disband the RSA Committee, given that its work to monitor the implementation of the Financial Improvement Plan (FIP) had now concluded and acknowledging that it's function had cut across existing committees and had left some members feeling sidelined. • **HR Committee** – In order to streamline reporting and align with sector-typical structures, the Board agreed to merge the HR responsibilities into the Finance & Estates Committee, retitling it the Finance & Resources Committee. • **HR Working Group** - In addition, to preserve and elevate focus on the staff experience, governors supported establishing a working group to build on current wellbeing arrangements, staff morale and staff development (involving the recognised trade unions and including Staff Governors in the membership). The Group would focus on those elements that were so important in building on the existing commitment of the staff with a reporting line via the CQL Committee (related to the quality of the staff experience). It was noted that the group's reports would feature as a distinct section in the CQL termly report to ensure visibility at the Board. Members noted that terms of reference for the newly combined Finance & Resources committee would be drafted by the Clerk and the Terms of Reference for the HR Working Group would be drafted by the Executive Director HR & CS and presented to the S&G Committee for consideration. • **SPA Steering Group** – The SPA Steering Group would now disband as this process had concluded. **Appendix B to the paper outlined the revised membership of Corporation Committees which was approved by the Board**. (iv) **Membership of Corporation Committees:** • **Remuneration Committee** – Given the agreement to disband the HR Committee, the membership of the Remuneration Committee would need to be reviewed as	**Action: Clerk** **Action: Clerk** **Action: Clerk** **Action: ED HR & CS**

Minute Number	Minute	Action
	it currently included the 'Chair of HR Committee' in its membership. The Chair proposed that the Terms of Reference for the Remuneration Committee be presented for consideration by the Search and Governance Committee at its next meeting. (v) **Board Meeting Cycle** – The Chair stated that the revised committee structure being proposed was much more similar to other board structures. She proposed that a discussion paper be presented to the Search & Governance Committee regarding the number of Board meetings which were scheduled to take place each academic year. The S&G Committee would be asked to consider a move from infrequent "special board meetings' to a programme of more frequent, slightly longer Corporation meetings (with a short mid-break), aligned with key college business cycles. This was welcomed by members to allow more time for discussion than was currently possible due to full agenda. It was noted that, following consideration, the S&G Committee would report back to Board at the March 2026 meeting. In addition, the Chair stated that AI would be used to prepare summaries of papers provided to the Board so that governors received a concise summary. This was welcomed by members to reduce duplication of the information provided throughout the paper pack. The Chair emphasised the fact that this would be an experiment and members would need to provide feedback if adjustments were required.	**Action: Clerk** **Action: S&G/Clerk**
HSDC CORP 05/26	**Update: Provisional outcomes of the SPA, Supervised Status and 20th January 2026 FEC Visit:** The Chair provided a verbal update on the provisional outcomes of the SPA, Supervised Status and the 20th January 2026 meeting with the new FEC, Ellen Thinnessen. Due to the confidential nature of the contents of this verbal report and related discussions, this item is recorded as a separate confidential minute for governors only.	
HSDC CORP 06/26	**Strategic Options for Alton:** The interim Principal outlined a working group exercise to provide an opportunity for members to consider, discuss and identify strategic options for Alton for further detailed appraisal and for further discussion at the May Governors' Conference. Due to the confidential nature of the group feedback and related discussions, this item is recorded as a separate confidential item for governors only.	
HSDC CORP 07/26	**Management Accounts for the period ended 31st December 2025:** (i) **Management Accounts for the period ended 31st December 2025 -** Members of the Board received the Period 5 Management Accounts for the period up to 31st December 2025. The Interim DP Finance & Facilities, Bhupendra Pattni (BP), reported an improved forecast outturn of £1.243m compared to the Budget position approved in July 2025, with crystallisation of key lines (e.g. recognition of confirmed income; reduced pension cost pressure) and a strengthening cash profile aligned to scheduled receipts. He also reported that tuition, International and HE income lines remained below target and were being adjusted in the re-forecast. Members were assured that the land sale receipt remained outside the financial forecast pending planning-related steps (e.g. completion of Section 106), and the College continued to meet going-concern tests with actions against the FNTI. In addition, he reported that the pay cost contingency remained intact with pay costs currently tracking under budget. BP reported that this was not about being optimistic, all figures had been fact checked. Members welcomed the commitment to produce a succinct one-page summary to accompany future monthly management accounts for those less numerically inclined, whilst ensuring full supporting detail remained available. (ii) **CFFR Re-Forecast 2025/2026 and forward view** - Members of the Board were reminded that, following the Board's decision at the end of the SPA process, the new Chair and Interim Principal & CEO had requested a reforecast of the HSDC Budget for	**Action: DP F&F**

Minute Number	Minute	Action
	2025/2026 and the Financial Forecast to 2029/2030. Governors received a paper on the CFFR Reforecast 2025/2026 which included proposals/options for a pay award for all staff groups for 2026. Due to the confidential nature of the contents of the paper and the related discussions, this item is recorded as a separate confidential minute for Governors only.	
HSDC CORP CONF 08/26	**Organisational Change Update:** The Executive Director of HR & Corporate Services (ED HR&CS), Charlotte Nancarrow (CN), provided an update on the impact of Phase 1 of the organisational restructuring programme implemented at the end of the previous academic year. The update was structured into three areas: • delivery and operational impact. • staff experience and engagement. • next-stage efficiency and service-improvement work. **Delivery and Operational Impact:** The ED HR&CS confirmed that the College had now been operating under the new structure for just over one full term and the Phase 1 changes had fully delivered the planned savings within targeted areas. There had been limited disruption to teaching, learner experience or core operations. Approximately 80–85% of last year's restructure focused on teaching and curriculum, and the College was now seeing improved staff utilisation, with sample analysis demonstrating utilisation at around 97% across the 16–19 study programme. Any localised under-utilisation was being managed in-year through cover, staged redeployment, revision activity and other solutions, avoiding the need for further mid-year staffing adjustments. Curriculum delivery remained stable, and the revised structure, with the removal of a layer of Programme Leader, had now embedded well, with staff reporting greater clarity, alignment and consistency in curriculum leadership, including strengthened oversight of teaching excellence across Maths, English and Community provision. **Staff Engagement, Morale and Culture:** The ED HR&CS reported positive markers in staff engagement, with constructive trade union dialogue and favourable feedback linked to wellbeing activity. Nonetheless, she emphasised the importance of monitoring wider workplace pressures, including the knock-on effects on neighbouring departments, and ensuring the organisation continued to balance momentum with morale as it moved beyond recovery mode. The new staff utilisation dashboard was being further developed to provide both high-level and individual metrics across all curriculum areas and funding streams. In response to staff and student feedback, the DP Curriculum & Quality was undertaking a full review of the tutorial model, focusing on its efficiency, effectiveness and impact on learner experience. It was noted that findings would be reported to the CQL Committee. **Next Steps and Efficiency Workstreams:** The next phase of organisational development will focus on business support and corporate services, where several functions have not undergone major review for some years. Planned deep-dive reviews will explore opportunities to: • streamline processes, • reduce duplication, • strengthen accountability and systems usage, and • improve service delivery across the College. The ED HR&CS stressed that this exercise was not pay-saving-driven. Where savings arose, these may be reallocated to priority areas such as enrichment, student support and	

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	marketing. Work would be sequential and paced through the coming months and into the next academic year to ensure cultural sensitivity and organisational stability. **Governor Questions and Discussion:** In response to a Governor's question regarding key risks, the ED HR&CS advised that the primary concern was maintaining the balance between pace of improvement and staff morale, recognising that staff had already experienced significant change. Adjustments to systems or processes, while necessary, may cause uncertainty if not handled sensitively. Staff Governor contributions highlighted ongoing fatigue within teams and the likelihood of some pushback if further changes occurred. They emphasised the value of the Chair and Interim Principal's visibility on campus, which had been positively received and helped mitigate morale pressures. Governors agreed on the importance of avoiding further structural restructures, where possible, to protect stability. Members also acknowledged the exceptional commitment of staff to the College and recognised their role as a major organisational strength. **Actions:** • **ED HR&CS/DP C&Q** - Continue monitoring operational impacts, utilisation, wellbeing and departmental pressures to identify emerging risks early. • **ED HR&CS** - Develop further iterations of the staff utilisation dashboard for curriculum-wide and individual-level insight. • **DP C&Q** - Complete the tutorial model review and report outcomes to CQL Committee. • **ED HR&CS** - Commence sequential deep-dive reviews of business support and corporate services to streamline processes and strengthen systems. • **Principal/ED HR&CS** - Maintain strong and transparent staff communications, ensuring visible leadership and cultural protection as improvement activity continues.	
HSDC CORP 09/26	**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 25th March 2026.**	

There being no other business, the meeting closed at 18.41 hrs.

Signed: ………………………………………………………………………. **Date:**……………………………………………