

**South Downs College Corporation**  
**Board of Governors**  
**MINUTES OF A MEETING OF THE CORPORATION**  
**HELD ON MONDAY 12<sup>th</sup> DECEMBER 2016**  
**AT SOUTH DOWNS COLLEGE**

**Present:**

Mrs S Linham (Chair)	Mr R Pearce
Ms F Brown	Mr R Showan
Mr T Bullock	Mr D Todman
Mr M Cripps	
Mr C Dobbin	
Ms L Flannery	
Mr M Gaston (Principal)	

**In attendance:**

Dr M Bateman	Chair, Havant College
Dr S Claridge	Vice-Chair, Havant College
Mr R Barlow	Vice Principal
Mrs D Smith	Assistant Principal, Student Services & Support
Mrs A Whitworth	Interim Director of Finance
Ms R Abrey	Assistant Principal, HR and OD
Ms P Robertson	Clerk to the Corporation

<b>Total Membership</b>	16
<b>Total vacancies</b>	1
<b>Total possible attendance</b>	15
<b>Quorum:</b>	7
<b>Total Present:</b>	10 - meeting quorate

**Meeting started at 5.45 pm.**

**PART ONE MINUTES**

Minute Number	Minute	Action
<b>35/16</b>	<p><b><u>Apologies for Absence &amp; Welcome</u></b></p> <p>The Chair welcomed everyone to the meeting, particularly Fay Brown, the new Teaching Staff Governor, and Tom Bullock, the new Student Governor. There were general introductions from everyone present.</p> <p>Apologies had been received from Martin Brunner, Chloe Bowles, Ron Crank, Tom Horwood and Louise Wells.</p>	
<b>36/16</b>	<p><b><u>Declarations of Interest</u></b></p> <p>No Member declared any conflict of interest with any item on the Agenda which had not previously been declared.</p> <p>All members were aware of the potential conflict of interest/duty for Michael Cripps, Lucy Flannery and Mike Gaston as a result of their roles at Havant College.</p>	

Minute Number	Minute	Action
37/16	<p><b><u>Part One Minutes of the Corporation meeting held on 31<sup>st</sup> October 2016</u></b></p> <p>The Minutes from the meeting held on 31<sup>st</sup> October 2016, having been previously circulated to Members, were agreed as a true record and signed by the Chair, subject to the amendment that Minute 31/16 should refer to the minutes of the meeting held on 29<sup>th</sup> September 2016 and not 7<sup>th</sup> July 2016.</p>	
38/16	<p><b><u>Matters arising from the Corporation meeting held on 31<sup>st</sup> October 2016</u></b></p> <p>The action schedule had been circulated and included the College calendar of meetings, as requested at the last meeting, to assist Governors in arranging meetings via the Link Scheme. The Chair requested that a glossary of terms be provided for the calendar as the acronyms were unique to the College.</p>	Action: Clerk
39/16	<p><b><u>Board Business Matters</u></b></p> <p>(i) <b><u>Report of the Search Committee held on 3<sup>rd</sup> November 2016 and subsequent Membership Issues</u></b></p> <p>The Report of the Search Committee had been circulated and was noted, particularly the current membership position and committee membership. The Chair extended thanks to all Governors, particularly those who had agreed to serve on a number of committees and/or to take up Governor Champion roles.</p> <p><b>It was noted that the Board had just approved the following appointments via email communication, outside the meeting, on the basis of recommendation from the Search &amp; Governance Committee:</b></p> <p>a) The appointment of Mr Tom Bullock to serve as Student Governor from 12<sup>th</sup> December 2016 until 31<sup>st</sup> July 2017, as nominated by the Student Union.</p> <p>b) The appointment of Ms Fay Brown to serve as teaching Staff Governor from 12<sup>th</sup> December 2016 until 31<sup>st</sup> July 2017, as elected by the Teaching Staff.</p> <p><b>The Board also formally approved the appointment of Mrs Jackie Eayrs to serve as co-option to the Audit Committee from 12<sup>th</sup> December 2016 until 31<sup>st</sup> July 2017.</b></p> <p>The Board reviewed the draft procedure for dealing with Complaints against the Corporation which was recommended for approval by the Search &amp; Governance Committee. <b>This was formally approved.</b></p>	

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	<p>(ii) <b><u>Use of the Seal</u></b></p> <p>It was noted that the seal had most recently been applied to the lease for Friendship House, signed on 31<sup>st</sup> October 2016.</p>	
40/16	<p><b><u>College Strategy</u></b></p> <p><b>(i) <u>Merger Update</u></b></p> <p>The Board had received an update on the merger and the Principal outlined the key issues.</p> <p>It was noted that phase 1 due diligence was now completed and the legal report from Eversheds and financial reports from KPMG were available via the portal, the former having been reviewed at the Audit Committee. No issues had been identified as major risks of which the Colleges were not already aware and were addressing. The two key issues related to VAT on buildings which was being addressed via the SFA and the potential for the merger and dissolution of Havant College to trigger a closure liability on the Local Government Pension Scheme. The Interim Director of Finance (AW) reported that the Colleges had been communication with the pension fund and it was anticipated that the debt from Havant would transfer to South Downs on merger. The debt would not crystallise.</p> <p>Phase 2 due diligence was now being conducted by KPMG on the Business Plan for the new merged College. This process had been delayed to enable more detailed work to be undertaken on the financial forecasts, following September 2016 enrolments. It was now expected to be completed by the end of January 2017. As the timescale had now altered, it is proposed that the two College Boards did not meet in January, as previously planned, but a special meeting of the South Downs Board would now take place on Thursday 16<sup>th</sup> February 2016.</p> <p>Consideration was given to the name of the new merged College, as outlined in the Report. It was agreed that both brands were strong and the Advisory Board and the Havant Board both agreed that, in the interests of retaining the current strong brands, it should be "Havant &amp; South Downs College".</p> <p>It was noted that any change to the legal name of the Corporation required a statutory period of consultation with specified stakeholders, including the emergency services, and the formal approval of the Secretary of</p>	

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	<p>State. In this case, the decision to make a formal name change had to come from the South Downs Corporation as the merger was a type B merger where South Downs was the transferee. Clearly it could only go ahead if no issues were raised by the consultation process, the Secretary of State approved the name change and the merger went ahead.</p> <p><b>The Board agreed to the adoption of the name of “Havant &amp; South Downs College” for the merged College and resolved to change the name of The South Downs College to Havant &amp; South Downs College on 1<sup>st</sup> August 2017, subject to the outcomes of statutory consultation, the approval of the Secretary of State for Education and formal merger with Havant Sixth Form College on 1<sup>st</sup> August 2017.</b></p> <p>It was noted that the joint Search Committee held its first meeting on 3<sup>rd</sup> November 2016 and Ron Crank had been appointed as Chair. A number of actions were in train as a result of that meeting and the terms of reference of the joint Search Committee were noted.</p> <p><b><u>(ii) Review of Destination 2020 Measures</u></b></p> <p>A Report by the Principal had been circulated on the targets for 2016/17. This set out the continued KPIs and targets for 2016/17 with related SLT ownership. The Principal reminded Governors that, at the last meeting, it had been agreed that the SLT would undertake a review of the Destination 2020 measures and targets to ensure that they were fit for purpose. This was in the context of some disappointing outcomes for 2015/16. A number of objectives had not changed from originally agreed annual markers towards 2020, often set by external agencies and the budget, e.g. EFA funded learner numbers at 3975. For others, the College had reviewed and downgraded the targets as the underperformance in 2015/16 mean that the targets for the current year were unrealistic. A key focus remained the emphasis on improving student outcomes during the year.</p> <p>There was a general discussion about the position and proposed measures. The Board was aware that continued failure to meet KPIs had a direct link to the overall success of the college and indeed would have considerable impact on the reputation of the merged college. If outcomes failed to improve, the College would also have an increased risk of a poor Ofsted outcome. The Board reiterated its view that targets needed to be challenging but achievable and high standards should be considered as the norm. It was also agreed that there must be consistently high standards</p>	

	<p>across all areas of the College as it was clear that some areas were already achieving this.</p> <p>The Vice Principal (RB) reported that he believed that the targets proposed for this year were achievable and there were some early positive signs of the impact of focussing on outcomes. Fay Brown, as Teaching Staff Governor, confirmed that there was a very strong awareness amongst staff of the improvements in success rates which needed to be secured and staff generally were working hard towards them and were committed to achieving them. The Board welcomed this insight.</p> <p>The strategic objectives were reviewed individually and the following points arose from the discussions:</p> <ul style="list-style-type: none"> <li>(i) Monitoring – The Principal reminded Governors that each of the objectives were linked to the Corporation committees and the risk framework and monitored through those processes. The Board requested that comparators from the previous year be retained in future reports to enable Governors to see the direction of travel.</li> <li>(ii) Funding for Apprentices – The Principal reported that the College was still awaiting outcomes from its application for growth funding so this area remained more risky as it was currently not fully funded.</li> <li>(iii) Objective 4 – Industry Standard Facilities – It was noted that the KPIs in this areas had been simplified considerably.</li> <li>(iv) Objective 5 –Socially Responsible and Inclusive – The KPIs for this objective had been informed by discussions at the College's Equality &amp; Diversity forum and reflected the importance of providing access to high quality support for the full range of students, including those with special needs.</li> <li>(v) Staff Performance – The Board was aware that this area was monitored by the HR Committee and there was a strong focus on improving the return rate for appraisals to demonstrate that staff and managers were engaged in high quality discussion about performance and objectives. Governors were aware that the return rate was too low currently and expressed the view that, by the next meeting, it would have risen to at least 75%, to ensure that the target was achieved this year.</li> <li>(vi) Objective 7 – Positive Brand – The Assistant Principal, Student Services &amp; Support, confirmed that the targets which were being proposed in this area, were achievable. The Board discussed the current position and noted that considerable effort had been made to work effectively with partner schools and to ensure that all prospective students understood that the merger would be taking place and how that might</li> </ul>	
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	<p>affect them. The College had a wide catchment area but there were also a large number of competitors, in the context of the falling demographic. Currently, it appeared that applications for Havant had increased against the same time last year, whilst those for South Downs were lower. The current number of year 11 pupils had decreased by approximately 100 so the decline in applications was in keeping with that reduction.</p> <p><b>At the conclusion of the discussion, the Board approved the revised targets as outlined in the report.</b></p>	
41/16	<p><b><u>Finance &amp; Audit Issues</u></b></p> <p><b><u>(i) Report of the Audit Committee</u></b></p> <p>The Board had received the Report of the Audit Committee and the Chair of the Committee (Richard Pearce) highlighted the following key points:</p> <p><b>a) Annual Report of the Audit Committee</b> – This was received and noted, to inform that Board's view of the overall control framework within the College. There were no issues of concern.</p> <p><b>b) Annual Report on Risk Management</b> – This was received and noted, to inform that Board's view of the overall control framework within the College. The Chair stated that he felt that good progress had been made during the year to develop the Risk Management framework and particularly the identification of the top ten risks on a termly basis.</p> <p><b>c) External Audit</b> - The Board received the Management Report from the External Auditors on the audit of the 2015/16 Financial Statements and the Regularity Audit, as well as the letters of representation to be approved by the Board. These had been reviewed by the Audit Committee and there were no significant issues. The College had a small deficit in 2015/16 but this was of the level which had been anticipated. The Board noted that the External Auditors had made positive comments about working with the Interim Director of Finance and her team and that the audit had gone smoothly.</p> <p><b>d) Internal Audit</b> – The Board was reminded that the Internal Auditors had taken up their role in 2015 and had now undertaken a number of audits across the College. At the last meeting, reports had been provided on Governance Performance Management (substantial assurance), Curriculum Planning (reasonable assurance), Key Financial Controls (substantial assurance, and Follow-up (reasonable</p>	

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	<p>assurance). The Internal Audit Annual Report had also provided a judgement of reasonable assurance.</p> <p>The Board was pleased to note the assurances provided by the Committee and the Auditors. It was noted that the Board was required to sign the letters of representation. The Interim Director of Finance (AW) confirmed that these were standard letters and reflected the onus on the College to provide the right information to the auditors. There was nothing in the letters which caused concern. The Board noted that the Principal was the formally appointed Accounting Officer for the College.</p> <p><b><u>(ii) Report of the Finance &amp; Estates Committee</u></b></p> <p>The Board had received the Report of the Finance &amp; Estates Committee and the Vice-Chair of the Committee(David Todman) and the Interim Director of Finance highlighted the following key points:</p> <p>a) <b><u>Financial Statements 2015/16 &amp; Management Report from RSM</u></b> - The Board had received the Annual Report and Financial Statements for the year ended 31 July 2016 as well as the External Auditor's Management Report. These documents had all been reviewed in detail by the Finance &amp; Estates and Audit Committees. The External Auditors had given their external audit opinion and confirmed that the Financial Statements:</p> <ul style="list-style-type: none"> <li>• Gave a true and fair view of the state of the College's affairs as at 31 July 2016 and of the College's surplus of income over expenditure for the year then ended; and</li> <li>• Had been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice.</li> <li>• Could be signed off as a going concern.</li> </ul> <p>The Chair of the Finance &amp; Estates Committee reminded the Board that the outturn position at end of July 2016, was in line with expectations.</p> <p><b>On the recommendation of the Finance &amp; Estates committee, the Board agreed to:</b></p> <ul style="list-style-type: none"> <li>• <b>Approve the Annual Report and Financial statements for the year ended 31 July 2016, to be signed by the Chair and the Principal.</b></li> <li>• <b>Receive and note the External Auditor's Audit Findings Report.</b></li> </ul>	

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	<ul style="list-style-type: none"> <li>• <b>Approve the Letters of Representation for the Financial Statements Audit and Regularity Assurance matters, to be signed by the Chair and the Principal.</b></li> <li>• <b>Approve the Regularity Self-Assessment Questionnaire, to be signed by the Chair.</b></li> <li>• <b>Receive and note the External Auditor's Regularity Audit Report.</b></li> </ul> <p>b) <b><u>Property Issues</u></b> - The Committee had considered a report on key operational estates issues and had also had a presentation from Peter Marsh of Peter Marsh Consulting who was leading the longer-term estates strategy. The Board was very interested in the longer-term options for the estate, although it was recognised that any future decisions would be based on financial viability.</p> <p>c) <b><u>Health &amp; Safety Matters</u></b> - <b>On the recommendation of the Finance &amp; Estates Committee, the Board approved the Annual Health &amp; Safety Report.</b></p> <p>d) <b><u>Update on IT Issues</u></b> - The Committee had received a full update from the Head of IT who now had responsibility for both Havant and South Downs. The Board was reminded that this was a critical area for the Colleges and there were likely to be future challenges in balancing the need for investment and the risks associated with IT.</p>	
42/16	<p><b><u>Curriculum &amp; Quality Issues</u></b></p> <p>The Board had received the Report of the Standards &amp; Quality Committee and, in the absence of Martin Brunner who had chaired the meeting, the Chair of the Corporation outlined the key issues, as follows:</p> <p>(i) <b><u>Annual Teaching, Learning and Assessment Report</u></b> – The annual Teaching, Learning &amp; Assessment Report had been presented alongside the Annual Self-Assessment Report and the Committee had discussed in particular the roles of teaching and Learning Coaches (TLCs) and the importance of the full range of training and development for staff to support their professional practice. Teaching and Learning had been assessed as “good” in the SAR.</p> <p>(ii) <b><u>College Self-Assessment Report &amp; Quality improvement Plan</u></b> - The Committee had considered the College SAR and QIP in detail and the summary version was presented to the Board. There was a general discussion about it, particularly the College's assessment of its overall effectiveness and the grades.</p>	

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	<p>The Board was mindful of the decline in success rates and particularly issues associated with 19+ learners, and outcomes for English and Maths. It was noted that the Standards &amp; Quality Committee had considered this matter very carefully and had drawn the conclusion that an assessment of "good" was still appropriate because the College had established a robust action plan and there was sufficient tangible evidence to indicate that this would have the required impact on the required timescale. The Committee was keen to ensure that it continued to have effective oversight of progress towards targets and an additional meeting of the Committee was being scheduled for January 2017. It was agreed that the current focus was on securing required improvement and the Board accepted the judgement. It was noted that the detailed departmental SARs provided a full picture and it was agreed that this would be available for all Governors via the portal. It was also requested that the total numbers of student enrolments in each area would be provided.</p> <p><b>On the recommendation of the Standards &amp; Quality Committee, the Board approved the SAR and QIP.</b></p> <p>(iii) <b>HE</b> - It was noted that the Committee had considered and approved the Annual Report on HE, as delegated by the Board.</p> <p><b>(iv) <u>Annual Safeguarding Report</u> - On the recommendation of the Standards &amp; Quality Committee, the Board approved the Annual Report on Safeguarding.</b></p> <p><b>(v) <u>Learner Voice Survey</u></b> - The Committee had reviewed the outcomes of the Learner Satisfaction Survey (LSS) and the Board noted that the target satisfaction rate of 85% had not been achieved. Learner engagement was good, but outcomes for the LSS, which represented the largest proportion of learners, showed a significant difference in outcomes between 16-18 (1448 responses) and 19+ (493 responses). A range of initiatives was in place in 2016-2017 to address the areas for improvement.</p> <p><b>(vi) <u>Policies for Approval</u> - On the recommendation of the Standards &amp; Quality Committee, the Board approved the following policies which had been updated:</b></p> <ul style="list-style-type: none"> <li>• <b>Safeguarding Policy</b></li> <li>• <b>Admissions Policy</b></li> <li>• <b>Learner Voice Policy</b></li> </ul>	<p><b>Action: VP/ Clerk</b></p>

Minute Number	Minute	Action
	<ul style="list-style-type: none"> <li>• <b>Equality &amp; Diversity Policy</b></li> <li>• <b>Inclusion and Local Offer Policy</b></li> <li>• <b>Maths &amp; English Policy</b></li> </ul>	
43/16	<p><b><u>HR Issues</u></b></p> <p>The Board had received the Report of the HR Committee and the Chair of the Committee(Clive Dobbin) highlighted the following key points:</p> <p><b>(i) <u>Organisational Development</u></b> - The Organisational Development Strategy and related action plan had been presented with a key focus to embed further the Performance Development Review (PDR) process. The Committee has requested that there was a full update on progress on this matter at every meeting and confirmed that the system had to be fully implemented and that all managers and staff had to comply with it.</p> <p>The Board welcomed the emphasis on improving the return rate and the Principal reported that it was currently 73%. The Board accepted that efforts had been made to improve the system this year and to simplify it using Bluesky. This was crucial to achieving more effective engagement. Fay Brown as the Teaching Staff Governor explained to the Board that the previous system had not been effective and an emphasis on ongoing dialogue and streamlined paperwork was welcomed.</p> <p><b>(ii) <u>Staff Survey</u></b> - A workplace index survey had been launched to all staff at South Downs College and Havant Sixth Form College in October. This was an external survey enabling employers to be accredited a number of 'Best Companies' kite marks including The Sunday Times Best Companies kite mark. Employee focus groups were also being arranged to seek employees' views to develop actions to support health and wellbeing at work, staff recognition awards, sharing best practice, communication and outcomes of the workplace index survey.</p> <p><b>(iii) <u>Pay and Grading Update</u></b> - The new pay and grading structure had been successfully implemented in August 2016 and the College was now working with the recognised unions on a range of policies identified in the Collective Agreement.</p>	
44/16	<p><b><u>Principal's Update</u></b></p> <p>The Principal's report had been circulated, addressing general college developments, issues, initiatives and</p>	

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	<p>external influences. It was noted that, whilst there were no immediate implications for the College there was a need to ensure an awareness of the national context and of the ongoing changes in terms of government thinking, including the impact of the Chancellor's Autumn Statement and particularly the ongoing issues associated with Apprenticeship funding.</p> <p>The Board was also very pleased to note the very wide range of student activities addressed in the report which were very positive.</p>	
45/16	<p><b><u>Dates of the Next Meeting</u></b></p> <p>16<sup>th</sup> February 2017 &amp; 3<sup>rd</sup> April 2017 at 1745.</p> <p>At the conclusion of the meeting, the Chair wished the Board a very happy Christmas.</p>	

**Meeting ended at 8.00 pm**

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