

**South Downs College Corporation**  
**Board of Governors**  
**MINUTES OF A MEETING OF THE CORPORATION**  
**HELD ON THURSDAY 5<sup>th</sup> NOVEMBER 2015**  
**AT SOUTH DOWNS COLLEGE**

**Present:**

Mr R Crank (Vice-Chair)	Councillor R Bolton
Mr I Child	Mr R Pearce
Mr M Gaston (Principal)	Mr T Whitlock
Mrs J Vincent	Mr R Showan
Mrs L Wells	

**In attendance:**

Mr R Barlow	Vice Principal
Mrs J Currin	Assistant Principal, Finance & Facilities
Mrs R Abrey	Assistant Principal, HR & OD
Mrs D Smith	Assistant Principal, Student Services & Support
Ms P Robertson	Clerk to the Corporation

<b>Total Membership</b>	16
<b>Total vacancies</b>	5
<b>Total possible attendance</b>	11
<b>Quorum:</b>	7
<b>Total Present:</b>	9- meeting quorate

**Meeting started at 5.45 pm.**

Prior to the formal business, there was a presentation from James Lott from Working Knowledge, on the Employment Engagement Project. The Principal introduced James and reminded the Board of the identified need for the College to strengthen employer engagement and its take-up of Apprentices to gain a much bigger market share. There was a clear drive from Government and associated funding. Part of this strategy involved working with FE Business and Working Knowledge.

James explained that the emphasis on his team's work was on bridging the gap between education and the workplace. He had gained significant experience with learners, businesses, institutions and staff, including many very large organisations as well as high growth SMEs which are seeking talent. The key message for all these organisations was that Business suffers because it cannot find the talent. There was robust evidence that large numbers of young people are not achieving their ambitions and there was a need to open the eyes of employers to the young talent which was available locally. Colleges needed to understand clearly that employer engagement was fundamental to providing outstanding education.

James emphasised the following key points:

- Change the conversation – This was highly relevant for South Downs which was well regarded by employers as a pool of talent. The College had hosted an event the previous day, bringing together employers and learners. A number of South Downs alumni indicated that they were very proud of having attended the College. The College needed to be very proud of this standing as it was clear that it added huge value and could be need to be very positive as the custodian of talent.
- Employability needs employers – It was critical to involve employers in curriculum design and in designing activities to raise awareness and develop links. Employers needed to appraise students as if they were their own employees.
- Ambition – The College needed to set ambitious targets for developing businesses contacts and needed to provide full range for all students. It was essential to support young people to build networks to exploit business opportunities. This required direct support from staff but also the need to develop the skills to build personal career networks.
- Income generation – This was an important aspect of generating income.

#### **PART ONE MINUTES**

<b>Minute Number</b>	<b>Minute</b>	<b>Action</b>
<b>1.</b>	<p><b><u>Apologies for Absence</u></b></p> <p>Apologies for absence had been received from, Stephenie Linham who was unwell, and Shena Mitchell.</p> <p>In Stephenie's absence, Ron Crank, as Vice-Chair, took the chair.</p> <p>He welcomed Louise Wells, the new Support Staff Governor, to the meeting.</p>	
<b>2.</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>Ron Crank reminded the Board that he was now a Trustee of Nacro.</p> <p>Julia Vincent reminded the Board that she was a Governor at Warblington School.</p>	
<b>3.</b>	<p><b><u>Minutes of the Corporation meeting held on 1<sup>st</sup> October 2015</u></b></p> <p>The Minutes from the meeting held on 1<sup>st</sup> October, having been previously circulated to Members, were agreed as a true record and signed by the Chair, subject to some minor typographical errors which were raised by the Clerk.</p>	

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4.	<p><b><u>Matters arising from the Corporation meeting held on 1<sup>st</sup> October 2015</u></b></p> <p>It was noted that all actions had been completed.</p> <p>With regard to the Corporation's Summary Scheme of Delegation, the Clerk drew Governors' attention to a typographical error in relation to the Whistleblowing Policy. This was shown twice on the Scheme in error. This Policy was formally approved by the Audit Committee under delegated powers and the correction would be made.</p>	
5.	<p><b><u>Report of the Search &amp; Governance Committee Meeting held on 20<sup>th</sup> October 2015</u></b>  <i>(Ray Bolton arrived during discussion of this item)</i></p> <p>The Board received the unconfirmed minutes of the meeting of the Search &amp; Governance Committee held on 20<sup>th</sup> October 2015 and the Chair provided an outline of the meeting. The following issues were addressed in detail:</p> <p>(i) <b>Revised Terms of Reference for the Search &amp; Governance Committee</b> – The Board reviewed the updated Terms of Reference and related Annual Schedule of Business for the Search &amp; Governance Committee. <b>The Board accepted the recommendation of the Search &amp; Governance Committee and formally approved the revised Terms of Reference for the Search &amp; Governance Committee.</b></p> <p>(ii) <b>Membership of the Board</b> – It was noted that there were currently 5 vacancies on the Board, comprising 3 External Governors and 2 Student Governors. Action was being taken to fill these vacancies by the end of term. The Committee had already met with two prospective Governors, Martin Brunner and David Todman, and it was agreed that both had highly relevant skills and experience to make a very useful contribution to the Board. The Principal added that David Todman had already become involved with the College and had attended the employer event on the previous day. <b>The Board agreed to accept the recommendation of the Search &amp; Governance Committee that prospective Governors, David Todman and Martin Brunner, be co-opted immediately to the HR Committee and the Standards</b></p>	

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	<p><b>&amp; Quality Committee respectively, pending a longer-term decision about full Governorship.</b></p> <p>(iii) <b>Governors' Training &amp; Development</b> – The Board had received a draft Governors' Training &amp; Development Policy. The Chair explained that the Search &amp; Governance Committee felt that this policy formalised and strengthened current arrangements and also took forward the notion of continual improvement. <b>It was agreed to accept the recommendation of the Search &amp; Governance Committee and this Policy was formally approved by the Board.</b></p> <p>(iv) <b>Governance Self-Assessment and Quality Improvement Plan</b> – It was noted that a revised timescale for self-assessment of governance would be adopted in the future to align the Corporation's processes with the internal College self-assessment processes. Governors would also be asked to complete a questionnaire on their views on the effectiveness of College governance in the coming month which would be used as the basis for individual discussions with the Chair.</p>	<p><b>Clerk to devise questionnaire</b></p>
6.	<p><b><u>Area Reviews &amp; the College's Strategic Options</u></b></p> <p>It was noted that the Area Based Review process had just started and the Principal and Vice-Chair had attended the first meeting of the Solent Steering Group immediately before this meeting. The Principal outlined the key issues, as follows:</p> <ul style="list-style-type: none"> <li>• This review covered the Solent LEP and the 13 colleges within that area;</li> <li>• Within the local context, most colleges were good or better and there was provision for nearly 34,000 16-18 learners. The wider national context was continuing reductions in funding with an anticipated 24-40% cut to adult funding in Comprehensive Spending Review (CSR) and 3-10% cut to 16-19 funding.</li> <li>• The meeting had been chaired by FE Commissioner, David Collins and comprised representatives from the colleges, the LEP, HCC and Portsmouth and Southampton City Councils;</li> <li>• The purpose of the review was to find appropriate solutions which ensured that the local education offer was balanced, supported local needs and was delivered by sustainable institutions.</li> <li>• David Collins had emphasised that it was an open</li> </ul>	

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	<p>process and the future decisions would be led by Boards themselves. He had advised that any discussions that were currently in train should continue and not be halted.</p> <ul style="list-style-type: none"> <li>• The review would be conducted through site visits to the individual colleges and consultation with a range of stakeholders, overseen by the Steering Group meetings. An initial Governor briefing had taken place the previous day and, at the end of the process, there would be further meeting to outline the findings. The South Downs site visit had been scheduled for 30<sup>th</sup> November and 1<sup>st</sup> &amp; 2<sup>nd</sup> December.</li> <li>• The review would consider the full range of options for cost savings and rationalisation of provision, but David Collins had emphasised that that there were no preconceptions about preferred solutions and no single blueprint for the way in which colleges might develop. Recommendations must work for the areas concerned. As colleges were independent institutions, their individual Boards would make the final decisions on the way forward.</li> <li>• A number of colleges had started to discuss the issues together, although South Downs had made more progress because of its ongoing discussions with Havant College.</li> <li>• Local authorities represented at the meeting had been very clear about their needs and intended to present a position paper.</li> </ul> <p>There was a general discussion about the position and particularly the impact of the schools sector and HE. The Principal reminded the Board that school sixth forms and academies were outside the remit of the Review, although they would be consulted as stakeholders. This was a political decision. There was some concern that some HE institutions were keen to develop the Institute of Technology brand and were well placed to so, which would be direct competition. The Institute of Technology concept was not yet properly defined. South Downs currently had ambitious plans to grow its own HE provision in response to local need to grow levels 4/5 to meet employer needs. However, the position would not be entirely clear until after the CSR as the HE sector was anticipating some reductions in funding. Similarly, it was anticipated that there might be some major cuts to BIS staffing.</p> <p>It was agreed that the presentation/minutes from the meeting would be circulated when available.</p>	<p><b>Clerk to circulate</b></p>

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	<p>The Board then considered the paper which had been circulated on the options available to South Downs and the key issues associated with a formal partnership with Havant College. It was noted that the last meeting between the colleges had taken place on 14<sup>th</sup> October (not 14<sup>th</sup> November as shown in the documentation). This had comprised Governor representation and senior staff and had been chaired by Andrew Thomson who had subsequently framed the proposed resolution for the Boards to consider. It was very clear that all parties believed that a formal partnership between the colleges was in the best interests of the local community. Havant was very keen on a type A merger as it was felt that this enabled the Havant sixth form brand to be maintained. The Principal explained the differences between the merger options as follows:</p> <ul style="list-style-type: none"> <li>• Type A – Both colleges are dissolved and a new college is created. Location is not important and the new college could easily be split across a number of sites, certainly in the first instance.</li> <li>• Type B – One college is dissolved and is taken over by the other. Again, location is not important.</li> </ul> <p>The Board was mindful that, however the merger was finally concluded, there would need to be a full strategy to support it and long-term consideration of the estates and facilities required for the provision. The Principal stated that he fully supported a merger between the colleges and would be keen to develop an ambitious estates strategy, including purpose-built provision at a third site. This would require longer –term investment.</p> <p>Governors considered how the College could be affected by the Area Based Review, accepting that this could be very wide ranging. However, it was also agreed that the partnership with Havant had been under discussion for some time and this would enable the key strengths of each college to be sustained and developed whilst ensuring future viability. There were also clear indications that such an alliance would have support from local stakeholders, including the local MP, if this was a way of protecting provision in Havant and Waterlooville.</p> <p>The Board was reminded that the current Principal at Havant was retiring in 2016. It was noted that he had been very open about his plans. This meant that consideration was currently being given to the options for</p>	

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	<p>having a common senior team in place from his retirement with a common Principal and Chief Executive. Legal advice was being sought.</p> <p>The Board considered the resolution and notes which Andrew Thomson had provided which had already been approved by the Havant Board. It was noted that there was a sentence in the rationale (<i>"It would, as important, not be enough of a bad to redirect management energy away from 'competing with' each other to 'competing for' the communities and so providing a better curriculum and range of services."</i>) which did not make sense. However, this did not detract from the resolution. <b>The Board, therefore, agreed the following:</b></p> <p><b><i>"The Board approves in principle to pursue a merger with Havant SFC and that, if this option is realised it should be through the dissolution of the two colleges and the establishment of a new college in their place (i.e. A 'Type A' merger)</i></b></p> <p><b><i>To this end, the Board further approves that:</i></b></p> <ul style="list-style-type: none"> <li><b><i>a. The current work on a hard federation with Havant SFC should continue, seeking both a means to save costs and to generate joint working with in the short term, and</i></b></li> <li><b><i>b. Work on the option to merge should be undertaken to resolve its practicality, timescale, likely impacts and advisability over other options, and</i></b></li> <li><b><i>c. The earliest realistic date for such a merger would be August 2017."</i></b></li> </ul> <p>The Chair suggested that, as the plans developed, consideration would need to be given to the Board framework for securing the merger. It was likely that there would need to be additional Board meetings and a working group. Currently, the Chair, the Vice-Chair and Richard Pearce formed the Working Group with the Principal. They would ensure that the whole Board was kept informed of developments.</p>	
7.	<p><b><u>Report of the Finance &amp; Employment Committee Meeting held on 28<sup>th</sup> September 2015</u></b></p> <p>The Board received the unconfirmed minutes of the meeting of the Finance &amp; Employment Committee meeting held on 20<sup>th</sup> October 2015. Members were reminded that this was the last meeting of that committee and it would be replaced, in the modified</p>	

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	<p>committee structure, by the Finance &amp; Estates Committee and the HR Committee. Part 1 Minutes from the meeting, available for all Governors, were attached to the Report and Part 2 Minutes, for External Governors only, had been dispatched separately for External Governors only. It was agreed that the Board would return to key issues in the Part 2 minutes, when Staff Governors had withdrawn.</p> <p>The Chair provided an outline of the meeting and particularly the following issues:</p> <ul style="list-style-type: none"> <li>(i) <b>Presentation from Tribal</b> – It was noted that some key issues had arisen from this, particularly that the total numbers of staff (headcount) was in keeping with other benchmarks but the College's paybill was considerably higher because South Downs pay rates were much higher. The report had also highlighted areas where the College needed to invest more heavily.</li> <li>(ii) <b>Enrolment position</b> – The College was 144 learners short of target and it was confirmed that this position remained the same. The full impact of this reduction would not be felt until 2016/17 due to lagged funding, but this meant a loss of funds in future years.</li> <li>(iii) <b>Estates strategy</b> – The College had received confirmation that the capital bid, to Solent LEP, had not been successful, although the Assistant Principal, Finance &amp; Facilities, explained that it might be possible to make a bid to another fund.</li> <li>(iv) <b>Financial position for the year ended 31<sup>st</sup> July 2015</b> – The College had returned a better out-turn than expected, mainly due to a number of small shifts and delayed expenditure. However, it was a good out-turn and cash positive.</li> <li>(v) <b>Current Budget and Forecasts</b> – The College still needed to make savings of the order of £1M in order to break- even. The Committee had given a firm steer that the College needed to achieve at least break-even and should, ideally, improve that position further.</li> </ul> <p>The Principal provided an update on the issues in the Part 2 Minutes which were now in the public domain. The curriculum restructuring was currently in train and expected to be implemented by the end of this term. No major surprises had emerged during the consultation process but it was anticipated that the restructuring would create further tensions in the pay structure.</p>	



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	<p>The Board noted the pressure on members of SLT and the current challenges. It was agreed that, where possible, Governors could provide support via the link scheme. The Principal agreed to review this as the links were currently out-of-date.</p> <p>(vi) <b>Sub-Contracting Policy</b> – It was noted that the SFA had recently tightened the rules on sub-contracting so the Policy has been updated to reflect these changes. It was a College Policy and was sent to all sub-contractors. Governors were reminded that one of the stipulations of funding was the inclusion of the EU flag to make it clear that that funding may be passed from the ESF. <b>The Board accepted the recommendation of the Finance &amp; Employment Committee and formally approved the Sub-Contracting Policy.</b></p> <p>It was noted that the next meeting of the Finance &amp; Estates Committee was on 30<sup>th</sup> November 2015.</p>	<p><b>Principal to review and make recommendations</b></p>
8.	<p><b><u>Report of the Quality &amp; Standards Committee Meeting held on 20<sup>th</sup> October 2015</u></b></p> <p>The Board received the unconfirmed minutes of the meeting of the Quality &amp; Standards Committee Meeting held on 20<sup>th</sup> October 2015 and the Principal provided an outline of the meeting. The following issues were addressed in detail:</p> <p>(i) <b><u>Revised Terms of Reference for the Standards &amp; Quality Committee</u></b> - The Board reviewed the updated Terms of Reference and related Annual Schedule of Business for the Standards &amp; Quality Committee. <b>The Board agreed to accept the recommendation of the Standards &amp; Quality Committee and the revised Terms of Reference of the Standards and Quality Committee were formally approved by the Board.</b></p> <p>(ii) <b><u>Enrolment trends</u></b> – it was noted that the Committee had received a detailed report on enrolment trends, the impact of fewer 16-18 year old students and the College's Strategy to increase its market share in the light of falling demography. There was some discussion about the development of the Marketing Strategy and Governors were pleased to note that there had been a good response rate for the Head of Marketing post.</p> <p>(iii) <b><u>Headline Student Outcomes 2014/15</u></b> – The Standards &amp; Quality Committee had reviewed the Student Outcomes for 2014/15 in detail and the Board noted</p>	

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	<p>the summary headline position, particularly success rates which now stood at 83.9% (85.6% 2013/14). This decline was caused primarily by the significant drop in success at level 2 (84.9% to 80.1%, 28% of starts) and notable decline in level 1 (83.4% to 80.3%, 24% of starts). The Board was reminded that the College's self-assessment process was in train and the outcomes from 2014/15 was a significant aspect of that process and the resulting Quality Improvement Plan. The meetings to discuss and validate individual team SARs had been rigorous and Heads of Department were already identifying root causes and amending programmes accordingly. Overall, the College had self-assessed as "good"</p> <p>(iv) <b><u>Annual HE Report</u></b> – The Standards &amp; Quality Committee had reviewed the HE Report in detail and the Vice-Principal reminded the Board that HEFCE expected all Boards to consider an Annual HE Report. He highlighted the key points for the Board, particularly with regard to compliments. Governors were very pleased to note the developments within HE and the strategy adopted by the College. <b>The HE Report was approved.</b></p> <p>(v) <b><u>Suggestions, Compliments &amp; Complaints Policy</u></b> – The Board reviewed the revised policy and some minor typographical points were noted. Governors felt that the definitions were helpful. It was agreed that future reporting would enable the College to monitor trends. <b>It was agreed to accept the recommendation of the Standards &amp; Quality Committee and the Suggestions, Compliments and Complaints Policy was formally approved by the Board.</b></p> <p>(vi) <b><u>Ofsted</u></b> – The Vice-Principal reported that Ofsted had now published one full Ofsted report under the new CIF. A link to this would be sent to Governors.</p>	
9.	<p><b><u>Date of Next Meeting</u></b></p> <p>Monday 14<sup>th</sup> December 2015 at 5.45 pm</p>	
10.	<p><b><u>Meeting Evaluation</u></b></p> <p>It was agreed that evaluation forms would be circulated and the Clerk would also canvass views on the most effective options for seeking meetings feedback.</p>	

**Meeting ended at 7.45 pm**

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