

**SUMMER TERM MEETING OF THE CORPORATION
OF THE SOUTH HAMPSHIRE COLLEGE GROUP**

Boardroom, Fareham College, Bishopsfield Road
Wednesday 2 July 2025 at 17.00

M I N U T E S

Present:

Nick Cheaney	Ian Harris
Celie Fulcher (Student Gov)	Gregory Kitchin (Staff Gov)
Andrew Kaye (CEO)	Collins Ntim
Emily Morey	Caroline Perrett (Staff Gov)
Colin O'Donoghue	Hollie Swift
Sandra Prail (Chair)	
Phillip Wright	

In attendance:

Georgina Flood	Director of Governance
Danielle Jiranek	Deputy CEO – People & Facilities
Pete Joddrell	Deputy CEO/Group Principal
Michael Johnson	Chief Financial Officer
Anoushka Ottley	Exec Director of Business & Civic Partnerships
Aggie Taylor	EBR Observer, NCVO

68/24 Item 1: Welcome and Apologies for absence

Apologies for absence were received from Andy Wannell, Sarah Harder-Collins, Fran Butler, Benita Raphaels, Anna Mae Castillo and Jennese Alozie.

69/24 Item 2: Declarations of Interest

Members were asked to declare any interests relevant to the agenda.
SP declared an interest in Item 21. 1 Charity Commission. It was noted all staff shared an interest in Item 11 Pay Award and Colin O'Donoghue declared an interest in Item 19 in respect of his re-appointment.

70/24 Item 3: Minutes of previous meeting

Minutes from the previous meetings held on 2 April 2025 the Corporation Meeting, 23 April 2025 the Corporation Governors Training and the 9 May 2025 the Corporation Strategic Planning Awayday were reviewed for accuracy. Members agreed the minutes were an accurate reflection of the meetings held.

DECISION: Minutes for the meetings held on the 2 April 2025, 23 April 2025 and 9 May 2025 were approved as an accurate record.

71/24 Item 4: Actions & Matters Arising

Members reviewed the outcome reports from the previous meetings, noting most actions were either complete or underway. It was agreed the item relating to student pin badges be moved from 'complete' to 'ongoing' and that this was referred to DP Quality & Curriculum for action. There were no other items of note.
The Corporation received this report and noted the assurance provided.

72/24 Item 5: Ratification of between meeting decisions: None.

73/24 Item 6: Chief Executive's Report

The CEO introduced this report (circulated in advance) to provide an overview of those factors external to the college which affect its operation and strategic direction.

Highlights were noted as;

- Appendix A – KPI reporting
- Appendix B – Strategic Plan addendum

Members of the Corporation welcomed the Strategic Plan addendum and its reflection of the discussions held at the Strategy Day on 9 May 2025.

DECISION: The Corporation approved the Strategic Plan addendum for 2025-26.

A member welcomed the purchase of an AI tool and queried what structures and feedback loops are in place to check its progress. CEO noted that SHCG are early in their journey in respect of AI and noted the development of an internal working group to help track and develop progress. Moving forward an AI and Digital Strategy will be developed and brought back to the Corporation. In the interim, members agreed that feedback on progress should be shared with the Audit Committee in the Autumn Term.

ACTION: CEO to feedback from the use of the AI tool to be provided to the Audit & Risk Committee in the Autumn Term.

Members discussed the potential use of AI and how if e.g., we are using this within Governance for example, how can we be confident it's robust and accurate? Dep CEO C&Q noted the initial stages of the project will be about developing our own AI tool within SHCG. Chat GBT for example uses the internet and has a distinct algorithm, developing something within the Group it will become 'our' tool using just internal references and prompts to create more bespoke and SHCG specific responses. The CEO agreed it was important to set clear parameters for using AI for specific and target driven projects rather than a scatter gun approach e.g.; some good practice on using AI for careers advice and guidance projects.

Members were reminded the KPI's were reflective of the current academic year and revised targets for 2025-26 will be brought to the additional Autumn Term meeting for review. Members were informed these will be developed to include looking at wider P&C metrics, mgmt. accounts benchmarks and also the C&Q dashboard into a single document. A member noted in respect of the KPI 'one to watch' staff utilisation has been added to the IA plan for 2025-26 to reinforce the concerns we are starting to see displayed in the KPI's. Members endorsed this approach.

The CEO informed members that SHCG had challenged the restrictive application process to apply for approval as a Centre of Excellence Technical Colleges (CETC) as we were initially excluded due to our financial health score of 'requires improvement'. After making representations SHCG was permitted to make an application. Members were warned that this was a highly contested process and we 're unsure of success.

17.08 The Chair welcomed Aggie Taylor, External Board Review Observer from NCVO.

The Corporation received this report and noted the assurance provided.

74/24 Item 7: Resources Committee Update

Members were reminded of the collective responsibility of the Corporation and whilst the 'heavy lifting' of the scrutiny of SHCG resources has been done at Committee, it is vital the Corporation recognise and endorse these decisions.

A member queried the need to re-consider the project management contract with PMC. The CEO confirmed that in response to the query at Resources, it was confirmed PMC were in fact subject to a 3-year contract and as such still had one year left to run until 2026.

The Vice-Chair of the Resources Committee introduced this item noting the following items that have been discussed at the Committee Meetings:

- Financial Regulations
- Subcontracting Report Proposal for 2025-26
- Modern Slavery Statement
- Staff Pay Award Report – will be discussed further at Item 13.

DECISION: Members approved on recommendation of the Resources Cttee the following: Financial Regulations, Subcontracting Proposal for 2025-26 and the Modern Slavery Statement. The Corporation received this report and noted the assurance provided.

75/24 Item 8: Management Accounts for 31 May 2025

This information is considered commercially sensitive and has been removed.

The Corporation received this report and noted the assurance provided.

76/24 Item 9: Proposed Financial Plan & Strategy

The CFO introduced this item noting this report seeks Corporation approval to submit to the DfE, our financial plan (including the Colleges Financial Forecasting Return) and the Monitoring Reports in accordance with our Grant Funding Agreement. The pack includes the forecast for the current year, a draft budget for next year and a forecast for 2026/27. The Chair welcomed the clarity on changes to the report since this was received by the Resources Cttee. Once approved by the Corporation, these reports will be submitted to the DfE by 31st July.

A member queried the potential scale of the unclaimed high needs funding. The CFO confirmed this was in the region of 4-500k of support we're potentially not claiming – as noted in earlier meetings, there is a project underway to review this allocation.

A member queried if any of the assumptions used to create this budget are more high-risk than others? CFO confirmed that caution had been applied throughout e.g., there is no assumption of any in-year funding, or any benefit from a reduction in pension contributions due to the triennial review (both of which are expected).

DECISION: The Corporation approved the suggested Financial Plan and Strategy for 25-26 and 26-27 this includes the submission of the CFFR and the July PIMS monitoring report to the DfE to deadline of 31 July 25.

77/24 Item 10: Capital Projects Report for Summer Term

The COO introduced this item noting the purpose of this report is to assure members of Corporation that we are making effective use of capital funds and to assure members of the Corporation that SHCG has in place rigorous control of capital expenditure.

The Corporation received this report and noted the assurance provided.

78/24 Item 11: Staff Pay Award for 2024-25

The Dep CEO-P&F introduced this item noting the Corporation are being asked to approve the suggested position in respect of the 2025-26 pay award noting this was subject to robust discussion at Resources Cttee. A member queried if the application of a 4% rise across the group enabled any reserve to re-balance those areas where salaries are out of step. Dep CEO-P&F noted this had been considered but using other levers e.g., job evaluation, would be more appropriate

A member queried if the Corporation felt fiscally responsible in making this decision? - does this fit within the assumptions and plans set out in the previously approved budget? CFO noted that there is some contingency included for staff costs and non-staff costs but he feels confident that suggested savings for next year are achievable. The CEO noted the intention to closely monitor savings to ensure they are delivered. Members of the Corporation suggested ongoing review of these suggested savings would be key to finding further assurance. CFO agreed

ACTION: CFO to ensure tracking of 2025-26 budget savings to be included within regular Board reporting

A member recognised the intention to reward support and teaching staff equally, but should we consider recognising the fact its teaching staff that we struggle to recruit and adjust accordingly? The CEO explained the legacy approach to school pay rises and reminded members that the majority of support staff are at the lower level pay scales and as such it would feel disproportionate to penalise them by making a differential.

A member sought comparison of the suggested 4% increase with other competitors and local providers. CEO confirmed in discussion with peers most will aim for 4%. It was noted the AOC have not made any recommendation yet, but 2-4% is anticipated

DECISION: The Corporation approved a 4% pay award for all staff with effect from 1 August 2025

79/24 Item 12: Audit & Risk Committee Update

The Chair of the A&R Cttee introduced this item noting that the following items that have been discussed at the Committee Meetings:

- IA strategy for 2025-26
- Risk Appetite – recommending the intention to retain this until the end of the current strategy (2027) but to ensure we review this again in advance of the strategy as a key ‘input’

The Corporation received this report and noted the assurance provided.

DECISION: Members approved on recommendation of the Audit & Risk Cttee the IA Strategy for 2025-26.

ACTION: Deputy CEO People & Facilities suggested that the H&S assurance received at the Audit & Risk Cttee is included in future Committee assurance reports.

80/24 Item 13: Strategic Risk Register – Full Review Summer term & Risk Appetite for 2025-26

The DF introduced this report noting it was a final review of risk for 2024-25 and suggests a risk appetite approach for 2025-26. In response to a question in respect of the 'improved descriptions' of risk, DF explained that this was in respect of a view developed by the A&R Committee that the register had potentially become too high level (without sufficient description) and as a result the register was unintentionally 'static'. Changes are planned to further develop the register to become more dynamic. The Corporation approved the recommendation to continue to use the current risk appetite until the conclusion of the strategic plan.

DECISION: Members approved the retention of the current Risk Appetite for the duration of the strategic plan (until 2027)

The Corporation received this report and noted the assurance provided.

81/24 Item 14: Curriculum & Quality Committee Update

The Chair of the C&Q Cttee introduced this item noting that the following items that have been discussed at the Committee Meetings:

- Subcontractor quality review for 2024-25
- HE Strategy
- Marketing and Communication Strategy

DECISION: Members approved on recommendation of the Curriculum & Quality Cttee the following:

Subcontractor quality review for 2024-25, HE Strategy, Marketing and Communication Strategy.

The Corporation received this report and noted the assurance provided.

82/24 Item 15: Curriculum & Quality – Summer Term

The Dep CEO/GP introduced this item noting that this report provides key information regarding in year performance for 2024/25 including key measures such as attendance and academic progress to date. It also outlines our priorities following the publication of our Ofsted Report. Discussion covered:

- Ofsted
- GCSE Maths and English exams – huge impact on the day-to-day impact of college running. Needed to suspend all full time and adult courses, next year this will be widened to include apprenticeships.
- Emerging issue at EC in respect of JCQ breaches, intention to provide more information and increased student awareness in advance
- Achievement rate 80.4% last year, at this stage predicted 84% for group. There is a degree of confidence we will exceed last year's results resulting in slightly above national average results.

Staff governors were invited to provide comment on the impact of GCSE exams to day-to-day business. A staff governor noted that GCSEs involve nearly all staff in college (i.e., not just Maths and English staff) by being part of either invigilating or support and wider lessons are suspended. They noted that processes and organisation could be tightened up to negate some of the short notice concerns. The Deputy CEO C&Q confirmed the number of 'individual' rooms and thus invigilators required for access arrangements exceeded those we planned for and we are already looking to try and improve planning for next year.

Another staff governor raised concern that those adults/part time students (that aren't involved in Math and English GCSE's) are being affected by potentially losing those hours impacted by exams. Deputy CEO C&Q confirmed that hours should not be lost but alternative methods should be sought e.g., online, or twilight additional sessions. The staff governors noted this was also a concern for teaching staff being expected to supply additional hours. Deputy CEO P&F confirmed that wider recruitment for exam season to reduce the reliance on teaching staff is already underway.

The Corporation received this report and noted the assurance provided.

83/24 Item 16: Safeguarding & PREVENT report

The Dep CEO/GP introduced this item noting that this report provides assurance that Safeguarding & PREVENT is robustly managed at SHCG. It was noted the Safeguarding Governor had provided a fulsome update to the C&Q Committee.

Key items noted

- UAAR review to look at the definition across campuses to ensure consistency
- Noted ongoing use of Smoothwall as a software tool to support scrutiny of IT use by students
- SG team developing ongoing links with local police forces etc which is proving invaluable in respect of new cohorts

The student governor was asked for her feedback on use of Smoothwall as a tool. They confirmed they were unaware of its use within SHCG until a peer was 'flagged' by using a 'flagged' term in a legitimate manner as part of an assignment. The Corporation discussed the importance of ensuring that any 'flags' are addressed sensitively especially if its genuine (as in the situation above). The student governor queried how the use of Smoothwall is communicated to students? Dep CEO C&Q confirmed this was part of all student induction, and wider tutorials (which CF may not have been exposed to as an adult student). Corporation members suggested it would be useful to re-affirm communications to new students, including adult students, and ensure their efficacy.

ACTION: Dep CEO C&Q to ensure Smoothwall and IT tracking for students is well communicated to all types of students and apprentices.

The Corporation received this report and noted the assurance provided.

84/24 Item 17: Student Governors: Reflections

The Chair introduced this report noting that rich and helpful feedback had been provided by 2 of our 3 Student Governors in respect of their experience. Governors were asked for their reflections on this feedback and then Deputy CEO/GP in respect of next year's approach.

Deputy CEO C&Q/GP confirmed the following items have been considered:

- dedicated enrichment budget has been set for group and college level for 2025-26 [
- rewards for engagement
- early engagement with students
- you said, we did needs to be more visible for students

The Chair of the Corporation noted that summer cycle is nearly always a difficult time for students suggesting we consider re-scheduling seeking this feedback earlier in the year. A member confirmed the feedback is invaluable and it was important to think about methods to continue to engage with students (despite their conflicting demands) in the latter part of the year.

A member noted the change in recognition of the role of the student governor now it's been approved that within charity law, they hold the same rights as full Governors in respect of voting in respect of financial decision (they were previously excluded due to being under 18). The Chair and DG noted this would be picked up within a revised student induction both internally and via the AOC.

85/24 Item 18: Governance Report – Summer Term

The DG introduced this item noting that the report provided a wider overview of the regulatory environment and key matters for Governor's attention.

The Corporation approved the following items:

- **Policy Review Schedule for 2025-26**
- **Governors Code of Conduct**
- **Use of the SHCG Seal until 30 June 2025**
- **Postponement of review of I&A's and Standing Orders until Autumn Term**
- **ToR & ACB review by Committees – minor changes**
- **Chair and Vice-Chair nominations by Cttee – no new changes.**

The Corporation received this report and noted the assurance provided.

86/24 Item 19: Governance Cttee/Corporation Chair update

The Chair of the Governance Committee introduced this item.

The following items were recommended and approved by the Corporation Meeting:

- **Scheme of Delegation – document added to the Information Pack (Item 20)**
- **Governance QIP – document added to the Information Pack (Item 20)**

The Corporation reviewed and approved the following items:

- **Confirmation of Appointment for: Hollie Swift, Nick Cheaney, Jennese Alozie and Phillip Wright**
- **Reappointment of Colin O'Donoghue for a new 3-year term starting 1st August 2025**
- **Appointment of 2 x members of Audit & Risk Committee: Claire Hammond and Ashley Cooper**
- **Appointment of the Chair of the Corporation: Stephen Marston**

The Corporation noted the resignation of Collins Ntim and Fran Butler, and the end of term for Student Governor Celie Fulcher. Governors provided thanks to all for their contribution. The CEO took the opportunity to thank the Chair for her significant contribution to the birth and set up of SHCG as a Corporation and wished her well on behalf of SHCG.

The Corporation received this report and noted the assurance provided.

87/24 Item 20: Information Pack

The Chair reminded members that items included in the information pack are intended for exception reporting/questions only. There were no additional queries and as such all approvals were agreed.

88/24 Item 22: Reflections on the meeting

Members used a short SLIDO poll to reflect on the meeting and the impact of decisions made.

89/24 Item 21: Any other business

The Chair confirmed the next formal meeting of the Corporation will take place on Wednesday 29 October 2025. However, Corporation Governors Training will take place on Thursday 25 September 2025 - further details to follow.

The Part 1 Corporation meeting ended at 19.15, a short part 2 meeting of independent Governors convened directly afterwards and concluded at 19.27.

IMPACT

- *Governors have used robust KPI and management information to receive assurance that core performance and wider strategic aims are being addressed, tracked and monitored across the business*
- *Governors reviewed and interrogated the strategic risk register making recommendations to better improve its use and timeliness*
- *Governors reviewed and approved a risk appetite (aligned to the strategic plan) for the year ahead.*
- *Governors discharged their responsibilities within the College Financial Handbook and merger funding agreement by reviewing and approving the budget for the year(s) ahead including the filing of the CFFR and the merger mid-year monitoring return*
- *Governors discharged their responsibilities within the Subcontracting Funding rules to review and approved the rationale and level of sub-contracting engaged by the Group by reviewing and approving the sub-contracting levels for the academic year ahead.*
- *Governors scrutinised and assessed the rationale for the application of an all staff pay award in line with current market trends, affordability and the wider budget position*
- *Governors reviewed key trends and themes from across curriculum and quality within SHCG and identify potential improvements in practices around GCSE's*
- *Governors discharged their duties in respect of Safeguarding and PREVENT by reviewing a termly update report and scrutinising key safeguarding related metrics*
- *Governors heard from students in respect of their views of current methods of student engagement, the College's role in collating and using this feedback as well as what may work moving forward*
- *Governors found assurance in the robustness of governance processes by reviewing the policy review schedule for 25-26, approving a new Code of Conduct for Governors, a report detailing the use of the seal as well as a review of the ToR and annual cycles of business for its delegated Committees*

- *The Board used the governance failings identified within the Weston College intervention report to improve their internal practices and develop a scheme of delegation*
- *Governors used fair and transparent methods in line with best practice to recruit a new Chair of the Corporation as well as additional members for the Audit & Risk Committee. The Corporation adhered to best practice in relation to terms of office and Governor renewals.*
- *The Board used reflective practice to assess their own contribution*