

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
SEARCH COMMITTEE
held on 7 March 2019 at 2.30 pm

¹PRESENT N Hopkins (E); T Jackson (P); C Wilson (E)

In attendance: S Willson (Clerk to the Corporation)

DECLARATION OF INTERESTS

1 There were no interests to declare.

MINUTES

2 **Resolved** – that the minutes of the meeting held on 21 June 2018 be confirmed as a correct record and signed by the Chair.

3 There were no matters arising not covered elsewhere on the agenda.

ANNUAL REPORT

4 The Committee agreed that the minutes of this meeting provide its annual report to the Board on the matters within its remit.

BOARD MEMBERSHIP

5 The Committee had received the report from the Clerk providing the annual review of membership of the Board of Governors, including the summary of forthcoming expiry of terms of office, the skills analysis of Members, equality and diversity information and the Governor Role Description.

External Governors

6 The Committee noted the resignation of Andrew Hoad on 19 January 2019 due to other work commitments and discussed options for filling the vacancy for an external governor with reference to the skills analysis and equality and diversity information.

7 The Committee noted the DfE’s guidance regarding the insolvency regime included advice for governing bodies to include a qualified accountant on their board and agreed that the current membership of the Board was satisfactory in terms of accountancy and general financial governance knowledge, with current and former practicing accountants also co-opted to the Audit and Resources committees.

8 It was noted that the Board had been successful in recruiting two high calibre female governors in the summer of 2018 and that a further male candidate, with excellent and relevant experience, had been considered also highly appointable at the time. The Committee agreed that this candidate should be approached by the Principal to see if he was still available to become a governor, recognising that he had since expanded his portfolio of activities, and, if so, should be recommended to the Board for appointment.

¹ (E) = External; (P) = Principal; (S) = Staff; (St) = Student; (C) = Co-opted Committee Member

- 9 If this candidate was not available, the Committee agreed that a recruitment process be undertaken during the summer term for a new external governor on a similar basis to the previous recruitment process, seeking to encourage skilled and knowledgeable candidates from a range of backgrounds, including promoting diversity in terms of gender and ethnicity.
- 10 The Committee reviewed the current Role Description for Board Members and agreed that it be updated to refer to the existence of the College's subsidiary companies.
- 11 The Chair queried the reference in the Role Description to the responsibilities of the Corporation in the Instruments & Articles in relation to publishing arrangements for obtaining the views of staff and students on reviews of the educational character and mission of the institution and the Clerk agreed to review with the SLT relevant policies and procedures and confirm these to the Chair.

Staff Governors

- 12 The Committee noted the vacancy for a Staff Governor which had arisen from the resignation of Eileen Bolton when she transferred to Sparsholt College Services Ltd (SCS) on 1 February 2019. This has been necessary because the Instruments & Articles specified that Staff Governors must be "employed" by the College.
- 13 The Committee agreed that there should be processes for all staff in the Sparsholt College Group (employed by either the College or its subsidiary companies) to be involved in the College's governance given that the activities and management of the College and its subsidiary companies were so closely related. Any such process would nonetheless need to recognise the separate employment arrangements.
- 14 The Clerk reported examples of colleges which had amended their Instruments & Articles to vary the membership criteria to enable staff employed by subsidiary companies to become Board members.
- 15 **Resolved** – that the Board of Governors be recommended to revise the Corporation's Instruments & Articles of Government to enable a member of SCS staff to be appointed as a member of the Board.
- 16 The Principal noted that staff consultation processes, such as the ICE Group, were also being revised to ensure that SCS staff had a parallel process to College staff where relevant.

Student Governor

- 17 The Committee noted the forthcoming vacancy for an Andover College student governor when Emma Hunter completed her enrolment at the College and discussed options for engaging an FE student from each of Andover College and Sparsholt College, as well as an HE student, in the Board's activities in the future. Options discussed including involving students (such as members of the FE Student Councils) as co-optees.
- 18 In the meantime, it was agreed to seek to recruit a new FE Andover College student governor in the Summer/Autumn term.
- 19 **Resolved** – that the Board's membership and policies and procedures be reviewed with the aim of involving an FE student from each campus, as well as an HE student governor, in Board and committee meetings.

President and Vice-President

- 20 The Committee noted that the terms of office of the current post-holders expired in February 2020 and discussed the value of these honorary positions to the College, agreeing there could be a variety of benefits, depending on the background and experience of the post-holders.
- 21 The Committee asked that the Principal keep the roles under review and consult governors on alternatives, should a need for these arise.

COMMITTEES AND SUBSIDIARY BOARDS

- 22 The Committee had received the report of the Clerk on the membership and chairing of committees and the representation of governors on the Boards of Directors of the College's subsidiary companies.

Committee Membership

- 23 The Committee reviewed the current membership of committees, noting the vacancies for an external governor and staff governor on the Resources Committee, and that the term of office of Peter Lloyd as a co-opted member had completed in December. Peter Lloyd had now been appointed as a Director of SCS, as well as being a Director of Westley Enterprises Ltd. It was agreed that Peter Lloyd's skills continued to be highly valued by the College Group but that the Board would also benefit from continuing to rotate members between committees to support their development, as well as refreshing the range of co-opted members from time-to-time. The Principal agreed to report the Committee's considerations to Peter Lloyd.
- 24 The Committee noted that former governor Andrew Hoad had confirmed that he was amenable to being co-opted to either the Curriculum, Employers and Market Requirements Committee (CEMR) or to the Resources Committee and agreed that he would make a valuable contribution to either committee given his experience and knowledge.
- 25 **Resolved** – that the Board be recommended to appoint Andrew Hoad as a co-opted member of the Resources Committee from 4 April 2019.
- 26 In terms of the vacancy for an external governor on Resources, the Committee discussed possible changes to membership of committees depending on whether the preferred candidate was available to be appointed and the start date.
- 27 The Committee noted that the term of office of William Fullbrook as a co-opted member of the Audit Committee was due to expire in October 2019. The Vice Chairman (and Chair of the Audit Committee) confirmed that William Fullbrook continued to be a highly valued member of the Audit Committee, bringing expert and independent challenge to its considerations.
- 28 **Resolved** – that the Clerk seek to confirm whether William Fullbrook would be available to be appointed for a further term of office and that, if so, the Board be recommended to reappoint for a further term of two years from 4 October 2019.
- 29 The Committee noted that the new AOC Senior Post Holders Remuneration Code would be presented by the Clerk to the Board for adoption at its April meeting and that the Code prohibited Principals/Chief Executives being members of the Remuneration Committee. The Committee agreed that there was no need to appoint a new external governor to the

Committee and that the Board should be recommended to revise the membership to three external governors.

Committee Chairs

- 30 The Committee noted that new Committee Chairs were appointed to the CEMR, Quality & Standards, Resources and Remuneration Committees for 2018-19 and discussed whether to recommend any changes to Committee Chairs for 2019-20.
- 31 The Chair noted previous discussions at the Committee as to the benefits and risks in terms of the strength of the College's governance of the Chair of Governors also chairing the Resources Committee and suggested that this be reviewed in another year's time ahead of appointments for 2020-21. The Committee agreed that there were no current concerns about the chairing of Resources, given the ability and skills shown by other Resources and Board members to exercise checks and balances by interrogating financial and other matters.
- 32 The Committee noted that Chris Wilson was in his fifth year of chairing the Audit Committee. Chris Wilson confirmed that he was content to continue in the role, if desired by the Board, but also that he was prepared to step down from either this role or the role of Vice Chairman before he finished his term of office to enable other governors to gain experience.

Subsidiary Companies

- 33 The Board noted that there was currently a vacancy for a governor on the Board of Directors of Andover Town Football Club Ltd (ATFC), although there were ongoing strategic discussions about the future of ATFC which might lead to future reviews of the need for a governor to be a director of ATFC.
- 34 **Resolved** – that Board members be invited to express an interest in joining the ATFC Board of Directors.
- 35 Confidential matters discussed are recorded separately. The meeting closed at 3.00 pm.