

**SPARSHOLT COLLEGE HAMPSHIRE**  
**MINUTES OF THE MEETING OF THE**  
**SEARCH COMMITTEE**  
**held on 11 May 2021 at 9.30 am**

**<sup>1</sup>PRESENT**      N Hopkins (E, Chair); J Milburn (P); N Moody (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 24 June 2020 (Parts 1 and 2) were confirmed as a correct record for signature by the Chair.

3      The committee noted that the resolutions at minutes 26, 28, 34 and 39 had been considered by the Board and the recommendations were approved. The Board had subsequently agreed to introduce a Co-Vice Chair and Marian Lauder was appointed in December 2020.

4      The committee also noted that the College President had commenced his appointment and, while face-to-face meetings had not been possible, the College President had received regular briefings and been very supportive of the College.

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

**REVIEW OF BOARD MEMBERSHIP**

6      The committee had received the report from the Clerk to the Corporation on the annual review of the membership of the Board of Governors, which included a summary of the developments to the AOC Code of Good Governance (under consultation) and FE ‘Skills for Jobs’ white paper of relevance to the remit of the committee, including in relation to Equality, Diversity & Inclusion.

Terms of office

7      The committee reviewed the terms of office of members, noting that Adrian Owen had confirmed that he would not be available for reappointment at the expiry of his first term of office on 6 July 2021 due to an increase in his other commitments. The committee regretted that reappointment would not be an option given the strong contribution and commitment that Adrian had made during his time as a governor and as a director of Sparsholt College Services Limited (SCS).

8      The committee noted that Tom Floyd was also due to complete his first term of office on 6 July and that a number of governors were due to complete their first or second terms of office during 2021/22.

---

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

### Skills & experience

- 9 The committee reviewed the skills, experience and knowledge of current board members, informed by the self-declaration of skills completed by external governors on their appointment and knowledge of governors' contributions and development as board members subsequently.
- 10 The committee also noted that the FE white paper highlighted finance/budget management experience, post-16 education experience and business/estates management as examples of key skills for college boards. In addition, a committee member observed that change management had become a core skill in the FE sector.
- 11 In order to inform decisions about recruitment and reappointments, the committee considered both the current skills mix on the board and key skills in relation to succession planning of board members, taking into account the terms of office of individual governors.
- 12 The committee concluded that there was currently a strong mix of relevant skills and knowledge on the board, with governors coming from a range of professional/sector backgrounds. These were supplemented with the additional specific skills and knowledge of co-opted committee members.
- 13 It was also noted that, the board membership currently included governors with a high level of education experience in both FE and HE, and related knowledge of key areas such as safeguarding/mental health and quality/academic governance. These were key areas of expertise and could become a priority for succession planning at a future point.
- 14 The committee agreed that there could be value gained from recruiting future governors from one of the college's key current/future employer sectors (such as the wider land-based industries or public health).
- 15 The committee sought the feedback of the Principal about how effectively she considered the Board was performing and whether there was anything relevant to the review of membership which could improve performance. The Principal reflected that 2020/21 had been an exceptional year because of the pandemic and her perception was that governors had supported the SLT and recognised the positive actions taken. She had not identified any issues in relation to the skills and experience of board members. However, noting that discussions at some meetings had reduced during the year, the content and presentation of reports had been reviewed to support more time for scrutiny and collective debate in meetings going forward.

### Equality & diversity

- 16 The committee reviewed the diversity data for the current Board, noting that the Board had reconfirmed its commitment to Equality, Diversity & Inclusion (EDI) through approval of the College Group's Single Equality Scheme and discussing the wider context for EDI considerations, including points which the Principal and Clerk relayed from presentations given by the AOC/ETF Director of Diversity about the benefits of widening the diversity of the boards beyond that of the local student community. The committee had also received a guidance note by 'Governors for Schools' on actions to consider before and during recruitment to diversify boards.
- 17 The committee noted the objective in the Single Equality Scheme of achieving a similar gender mix on the Board of Governors to that of the College community and that, while there were currently 7 governors who were female, just two of these were external

governors. In relation to age range, excluding the student governors, there were equal numbers of Board members under 60 and over 60 years old, with four governors under 50.

- 18 The committee agreed that it remained a priority to build on the range of skills on the board with broader diversity in terms of gender and ethnicity. Members and the Clerk discussed actions to reach out to and attract a wider range of applicants, noting that this might require giving value in the selection process to some different areas of skills and knowledge, and to the potential to develop/transfer experience, so as not to restrict appointments to those individuals who already had director/board level experience, while also recognising the demanding nature of college governance.

#### Reappointment

- 19 Taking into account the review of board membership and the criteria for re-appointments set out in the Board's Selection and Appointment Policy, the committee asked the Clerk to consult Tom Floyd as to his willingness to be reappointed for a second term of office, subject to the outcome of a re-appointment survey.
- 20 It was agreed to revisit the review of terms of office which expired during 2021-22 after the next recruitment campaign and that there would be a need to carefully balance the benefit of refreshing Board membership with retaining exceptional knowledge.

#### Recruitment

- 21 The committee agreed that a recruitment campaign should be undertaken during the summer term to seek to identify an individual to join the Board in the vacancy which would arise when Adrian Owen stepped down.
- 22 In addition, the committee concluded that it would be valuable to extend the recruitment campaign to seek to attract and select an appointable pool of candidates who could be invited to fill any vacancies which might arise in the next 2-3 years providing their skills, experience and background remained relevant to the Board's needs. It was also noted that seeking a range of applicants in previous interview rounds had resulted in wider governance benefits, with candidates being invited to be co-opted to committees or to contribute in other ways.
- 23 **Resolved** – that a recruitment campaign for governors for one immediate vacancy and a future pool of appointable candidates be launched.
- 24 The committee reviewed the 2019 recruitment campaign, including the current governor role description and the wording of a sample previous advertisement, and agreed that the selection criteria and advertisement text be updated by the Clerk to reflect the committee's conclusions in relation to skills, experience and diversity priorities.

#### **REVIEW OF COMMITTEE MEMBERSHIP AND CHAIRING**

- 25 The committee had received the report of the Clerk to the Corporation reviewing the membership and chairing of the committees of the Board of Governors.
- 26 It was noted that the committees undertook a performance self-evaluation annually which included the skills mix of the committee members and their training and development needs and these reviews were reported to the Board. The Clerk undertook to share with the chairs of committees any relevant recommendations of the Search Committee.
- 27 The committee reviewed the current membership of the committees, noting that a vacancy for an external governor would arise on the Quality & Standards Committee (Q&S) from July 2021. In addition, the committee noted that two of the experienced Q&S

- external governor members and the staff governor would reach end of their first or second term of office in 2021/22 and that ensuring the appropriate knowledge and experience on the committee in the future would be important.
- 28 The Clerk confirmed that there had been no requests from governors to change committees at this time but that it was usual practice to re-allocate members from time to time as part of their development and to ensure an effective mix of skills and experience on each committee. Feedback on their committee membership would also be sought from the two external governors who had just completed their first year on the Board.
- 29 The committee noted that, following the appointment of the new Co-Vice Chair, both the Chair of Governors and the Co-Vice Chair were members of the Remuneration Committee. As the committee was chaired by a different external governor, this was not necessarily an issue but would be kept under review.
- 30 The Clerk summarised the position in relation to three co-opted members of committees and their terms of office and/or attendance at meetings and the committee agreed the proposed actions.
- 31 **Resolved** – that the committee membership be reviewed again following the conclusion of the summer term recruitment campaign and reported to the Board.
- 32 The committee reviewed the chairing of committees, noting that the chairs were appointed annually, other than for the Resources and Search committees which the Chair of Governors chaired ex-officio. At the end of 2020/21, the chairs would have served: Audit (1 year); Curriculum, Employers & Market Requirements (3 years); Remuneration (3 years); Quality & Standards (3 years).
- 33 The committee agreed to recommend that the chairs be reappointed and the Clerk undertook to seek their consent ahead of the July Board meeting.
- 34 **Resolved** – that the chairs of the Audit, Curriculum, Employers & Market Requirements, Remuneration and Quality & Standards committees be reappointed for 2021/22 subject to their agreement.
- 35 The committee agreed to review annually whether the ex-officio chairing of the Resources Committee by the Chair of Governors should continue, recognising that some organisations preferred to separate the chairing of their board and finance committee. The College's arrangement was seen to have been effective in maintaining strong financial governance to date and no issues had arisen through the Board's annual performance review or external scrutiny of the College's finances. The committee also included three other external governors, a staff member and two co-opted members to ensure a range of contributions.
- 36 The committee discussed the use of working groups (or 'task and finish' groups) to provide additional, short-term scrutiny of specific governance matters in addition to the work of committees. It was agreed that, providing governors had the availability, this could be an effective mechanism for providing additional scrutiny and/or engagement in key strategic matters and the Principal would consider this for the development of the strategic plan and major capital projects.

## COLLEGE GROUP COMPANIES

- 37 The committee had received the report of the Clerk to the Corporation on the representation of the College on the boards of directors of the College Group's subsidiary companies.
- 38 The committee noted the vacancies which would arise in July when Adrian Owen stepped down from the Sparsholt College Services Ltd (SCS) board and the Director of Finance stepped down from the SCS and Andover Town Football Club Ltd (ATFC) board.
- 39 The Chair suggested that it be explored whether the directorships held by the Director of Finance could in the future be amended to enable an alternate, such as the Finance Manager, to participate. The Clerk undertook to investigate the constitutional position and follow up with the Principal.
- 40 The committee discussed the role of director of SCS noting that, now that the company was fully established, the duties as director were not onerous and were mainly delivered through attendance at three board meetings per year to consider an overview of finances and HR matters which were generally straight forward. To further ease the time commitment, continuing to hold meetings via MS Teams could be an option.
- 41 **Resolved** – that external governors be invited to volunteer to be appointed as a director of Sparsholt College Services Limited.

## COMMITTEE PERFORMANCE REVIEW

- 42 The committee had received the report of the Clerk to the Corporation providing background information to support its annual review of its performance and terms of reference.
- 43 The Clerk highlighted the increased focus and requirements in the FE white paper on ensuring the appropriate skills, experience and diversity of background of Board members, alongside the developments to the AOC Code of Good Governance and noted that the Board's related policies and procedures would be reviewed as appropriate.
- 44 The Clerk presented proposed revisions to the committee's terms of reference to make more detailed and specific reference to requirements set out in the revised Code of Good Governance. These were activities already undertaken by the committee. The Clerk explained that the revised code was currently under consultation and confirmed that she would review the terms of reference again once the final code was published.
- 45 The Chair suggested that the committee be retitled 'Governance & Search Committee' to better reflect the current remit and activities of the committee. The Clerk noted that there might be a need to further expand the terms of reference in the future to encompass some of the governance developments set out in the White Paper, such as policies in relation to board performance review, providing this was efficient and effective use of time.
- 46 The Chair also questioned whether the membership and chairing should be reviewed, suggesting the possibility of one of the Co-Vice Chairs chairing the committee.
- 47 **Resolved** – that the revised terms of reference and the change of title to 'Governance & Search Committee' be recommended to the Board for approval, subject to further revision once the updated AOC Code of Governors was published.
- 48 **Resolved** – that the membership and chairing of the committee be reviewed after the conclusion of recruitment campaign and alongside the review of other committees' membership.

**ANNUAL REPORT TO THE BOARD**

49 The minutes of this meeting provide the annual report of the committee to the Board.

**CONFIDENTIAL MINUTES**

50 The Principal provided an update on the membership and future considerations for the SLT, noting the resignation of the Director of Finance and that a recruitment campaign had been launched to seek a replacement.

51 The meeting closed at 11.00 am.