

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
SEARCH COMMITTEE
held on 11 February 2022 at 10:30
via online videoconference

¹PRESENT N Hopkins (E, Chair); J Milburn (P); N Moody (E)

In attendance: S Willson (Head of Corporate Governance)

DECLARATION OF INTERESTS

1. There were no interests to declare.

MINUTES AND MATTERS ARISING

2. **Resolved** – that the minutes of the meetings held 11 May and 7 July 2021 were confirmed as a correct record.
3. Appointments (minute 66): The Head of Corporate Governance confirmed that the references and checks for the governor appointments had been satisfactorily completed.
4. The committee noted that the resolutions of the committee had been implemented and that there were no matters arising not covered elsewhere on the agenda.

REVIEW OF BOARD AND COMMITTEE MEMBERSHIP

5. The committee had received the report of the Head of Corporate Governance on actions arising and new developments since the May 2021 full review of membership, including an update on the membership of the College Group subsidiary boards of directors.
6. Members discussed the latest position regarding members of the Board and its committees, following the appointment of two new governors from 1 September 2021 and 3 April 2022. The committee noted that, while individuals with excellent and relevant skills and knowledge for college governance had been appointed, the departure of R Palmer on 2 April and the end of C Wilson’s current term of appointment on 10 July would significantly reduce the level of educational expertise on the Board.

External members

7. Members considered the options available to the Board, taking into account the importance of having governors with an in-depth knowledge of FE and HE education and specific related areas of expertise, such as safeguarding, on the Board and also as members of the Quality & Standards Committee, particularly as given the strategic aims of the College. As well as education, members recognised the widespread areas of expertise required on FE college boards and the recommendation that governors have knowledge of sectors/skills related to key areas of the curriculum, as well as key strategic matters such as finance and property. Members were also mindful of succession planning for the Chair of Governors and the Vice Chairs in the context of the length of service of other governors and the overall skills mix.

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

8. The committee reviewed the membership of committees, including the options for filling the vacancy on the Quality & Standards Committee which would arise when R Palmer stepped down.
9. The committee noted the Board's policy was only to appoint governors for more than two terms of office of four years in exceptional circumstances, recognising the value in refreshing Board membership and mitigating the possibility of 'group think'. Taking this into account and assessing the reappointment criteria in the context of the range of factors discussed, the committee agreed that there were exceptional circumstances to recommend reappointing C Wilson for a further two years, if he was willing. This would take his total service to 11 years, one year short of a full three terms in order to stagger the end of his term of office with that of the Chair of Governors. This would enable the Board to retain C Wilson's education knowledge while actively seeking to recruit and develop additional education and safeguarding knowledge on the Board.
10. The committee endorsed the value in having Co-Vice Chairs in post, providing that there continued to be no conflict and confusion between the two post holders, and agreed that it would be in the interests of the Board if C Wilson's appointment as Co-Vice Chair was to be extended for a year and then reviewed, with the possibility that nominations would then be sought for a new Co-Vice Chair.
11. **Resolved** – that the Head of Corporate Governance consult with C Wilson and report back to the Search Committee in order to confirm any further actions and recommendations ahead of the 31 March Board of Governors meeting.

[Addendum: C Wilson confirmed his willingness to be reappointed as a member of the Board of Governors for two years until 10 July 2024 and as Co-Vice Chair of Governors for a further year. A reappointment survey was issued and completed between 18 and 22 February 2022 by 8 Board members who universally supported reappointment.]

12. In light of these recommended changes, the increasing demands of college governance and the review of skills and committee membership, the committee agreed that there would be value in expanding the number of external governors on the Board from 11 to 12, increasing the overall membership of the Board to 18 (including the Principal, two staff governors and three student governors). The maximum membership permitted under the Instrument and Articles was 20. While 18 members was at the higher end of the scale in the sector, the committee believed that it would support the effective operation of the committee governance framework and enable the Board to prioritise recruiting another educationalist to join the Quality & Standards Committee.
13. **Resolved** – that the Board of Governors be recommended to determine that the number of members of the Board of Governors be increased from 17 to 18 and that a new external governor be recruited with relevant knowledge of education, including safeguarding.
14. The committee noted that M Lauder was due to complete four years in office on 31 August 2021 and that, while recognising that reappointments were not automatic, M Lauder had confirmed her willingness to be re-appointed. Members assessed the options in light of the criteria set out in the Board's appointment policy and the skills, knowledge and commitment which M Lauder offered the Board, including as current Co-Vice Chair and Chair of the Audit Committee.
15. **Resolved** – that a reappointment survey of Board members be conducted for M Lauder and the results be reported to the Search Committee and the Chair of the Search Committee confirm the committee's recommendation to the Board.

[Addendum: the survey was issued and completed between 21 and 28 February 2022 by 8 Board members who universally supported reappointment.]

Committee membership

16. The committee also agreed to invite R Palmer to become a co-opted member of the Quality & Standards Committee to provide ongoing expertise to the committee, if he was willing, and to consult with C Wilson about chairing the Quality & Standards Committee from 3 April 2022.
17. **Resolved** – that the Head of Corporate Governance consult with R Palmer and C Wilson and report back to the Search Committee in order to confirm any further actions and recommendations ahead of the 31 March Board of Governors meeting.

[Addendum: R Palmer confirmed his willingness to be appointed as a co-opted member of the Quality & Standards Committee until 2 April 2026. C Wilson confirmed that he would be prepared to chair the Quality & Standards Committee.]

18. Members considered the committee membership of P Jordan whose term of office commenced on 3 April 2022, noting that her professional HR background was relevant to the remit of the Resources Committee, as well as to the Search and Remuneration committees.
19. It was noted that there was currently a vacancy for a co-opted member of the Resources Committee and proposed that the constitution of the committee could be revised to replace this vacancy with an external governor and still maintain the same overall number of members. The membership of the committee could be reviewed again in the future.
20. **Resolved** – that the Head of Corporate Governance consult with P Jordan about her committee membership and confirm recommendations to the Board of Governors for approval.
21. It was noted that there would be a vacancy for a governor on the Quality & Standards Committee in the summer term, but it was hoped that this would be filled in 2022-2023 by the recruitment of a new governor. As was normal practice, other governors were welcome to attend the June meeting in a guest capacity.
22. The committee discussed succession planning for one of the co-opted members of the Audit Committee and the Principal and Head of Corporate Governance undertook to continue to progress this.

Student & Staff Governors

23. The committee noted progress in recruiting student governors and recommendations for appointment would be made to the Board.
24. The committee noted that H Perry would complete her four-year term of office on 21 March 2022 and that nominations would be invited from College employees as this was an academic staff appointment. Staff governors were eligible for reappointment for a second term of office if nominated again by the relevant staff constituency.

College Group companies

25. The committee noted the update on members of the boards of directors of the college's three subsidiary companies and discussed the vacancy which was due to arise for a governor on the Westley Enterprises Limited board from 3 April 2022. There was also a

current vacancy for an external director on the Westley board and a vacancy for an external director due to arise on the Sparsholt College Services Limited board from 1 August 2022.

26. **Resolved** – that the Head of Corporate Governance consult with governors and confirm recommendations to the Board of Governors for approval.

[Addendum: J Lander confirmed that he would be willing to be appointed as director of Westley Enterprises Limited with the agreement of the Board of Governors and Westley board. R Palmer confirmed that he would be willing to remain as a director of Westley Enterprises Ltd after 2 April 2022 as an external director and to be appointed as a director of Sparsholt College Services Limited from 1 August 2022 with the agreement of the SCS board.]

TERMS OF REFERENCE

27. Following previous discussions about the scope of the committee's activities, the committee had received the report of the Head of Corporate Governance on the review of the Search Committee's terms of reference and proposals to expand the committee's remit to other governance matters and to rename the committee 'Governance and Search'.
28. The proposed revised committee terms of reference took into account the updated AOC Code of Good Governance, the proposals for strengthening college governance set out in the FE 'Skills for Jobs' white paper and the related interim guidance issues by the DfE.
29. The committee discussed the benefits and risks of expanding the committee's remit, noting the need to balance the potential benefits of increased engagement by governors with the risk of increased bureaucracy and workload for all of those involved. Members acknowledged the developing external policy context and the increased external reporting requirements on matters such as training and development of governors and board performance review.
30. **Resolved** – that the Board of Governors be recommended to approve the renaming of the committee as the 'Governance and Search Committee' and the revised terms of reference.
31. The committee noted that new requirement for an external review of governing bodies to take place by 2023-2024 and that further guidance was awaited from the DfE about the reviews. The committee agreed to await the further guidance and allow for the expansion of providers and learning from other colleges and to work towards an external review towards the end of 2022-23/early 2023-2024.
32. The committee discussed the option which had been implemented elsewhere of combining the Governance and Search Committee with the Remuneration Committee. Members recognised that there would be some advantages to this, such as better use of governors' time and knowledge and more frequent meetings enabling senior post holder remuneration and performance matters to be considered in a timely manner.
33. **Resolved** – that the Head of Corporate Governance further review the option of a combined committee, including seeking feedback from members of the current Remuneration Committee and taking into account the review of overall committee membership and the AOC Senior Post Holders Remuneration Code.

TRAINING AND DEVELOPMENT

34. The committee had received the report of the Head of Corporate Governance on introduction of a new Training, Development and Link Visits Policy which brought together current practice with a more formal and strategic approach to planning and delivering

training and development to support governors. A new format training and development plan and updated Link Visit procedures were also provided to the committee for information and feedback.

35. The committee noted that a statement on training and development activities for governors and the Head of Corporate Governance during 2021-22 was required to be included in the College's annual report.
36. In discussion, members endorsed the proposed approach and the scope of the policy and agreed a number of revisions to the draft policy and to the Link Visits procedures.
37. **Resolved** – the Training, Development and Link Visits Policy be recommended to the Board of Governors for approval, as amended.

EQUALITY, DIVERSITY AND INCLUSION

38. The committee had received the AoC report on Equality, Diversity and Inclusion (EDI) in the FE Sector for awareness and in order to consider any actions relevant to its remit. The report had also been circulated by email to governors for information in November.
39. Members noted the wide-ranging recommendations of the report and these were concerned with the role of governing bodies in promoting EDI objectives in the organisation as a whole, as well as the EDI of the board itself.
40. In relation to the membership of the Board of Governors, it was noted that EDI continued to be a priority, linked to the objectives in the Single Equality Scheme. The Principal reported a presentation on diversifying boards at a recent Landex Conference and themes which could be relevant to future work by the Board to increase its diversity of membership.
41. The committee agreed that the Board should continue to work closely with the SLT on EDI to ensure it remained a strategic priority for the College Group.
42. The meeting closed at 12:00.