

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
BOARD OF GOVERNORS
held on 30 March 2023 at 9.00 am
at Sparsholt College

¹PRESENT: J Emm (SCS) (to minute 144); G Davies (E); T Floyd (E) (from minute 61²); N Hopkins (E, Chair); P Jordan (E); J Lander (E); M Lauder (E, Co-Vice Chair); C McCormack (E); J Milburn (P); N Moody (E); S Morgan (E); A Neal (E); J Orłowski (St); H Perry (St) (to minute 144) C Wilson (E, Co-Vice Chair) (from minute 54²).

In attendance: S Grant – Deputy Principal (to minute 144)
N Heslop - Director of Finance (to minute 144)
B Stokes – Vice Principal Curriculum (Andover College) (to minute 144)
M Treagust – Vice Principal Curriculum (Sparsholt College) (until minute 144)
S Willson - Head of Corporate Governance

APOLOGIES

19. Apologies were received from G Morris and S Rai.

DECLARATION OF INTERESTS

20. There were no new interests to declare. The Board's Register of Interests records members who hold (unremunerated) directorships of the College's subsidiary companies.

MINUTES

21. **Resolved** – that the minutes (Parts 1 and 2) of the meetings held on 9 December 2022 and 26 January 2023 be confirmed.
22. Property (minute 391/22): the Deputy Principal provided an update on discussions with Winchester City Council about potential routes for new affordable housing for college employees in the future.
23. T Levels (minute 411/22): the Principal and Vice Principal Curriculum (Andover) reported key points which had emerged from the thematic review of some of the T Level provision at Andover College conducted by Ofsted for the DfE.
24. Property Strategy (minutes 9-10/23): the Principal confirmed that the application to the T Level Capital Fund (Wave 5) had been submitted and the outcome was awaited.
25. It was noted that the resolutions of the Board had been enacted and that there were no matters arising not covered elsewhere on the agenda.

¹ (E) = External; (P) = Principal; (S) = Staff; (SCS) = Sparsholt College Services Staff Governor; (St) = Student

² Via videoconference

CHAIR OF GOVERNORS' REPORT

26. The Board had received and noted the report of the Chair which summarised activities he had undertaken since the December 2022 meeting of the Board and forthcoming events and matters requiring his consideration.

PRINCIPAL'S REPORT AND STRATEGIC PLAN

27. The Board had received the report of the Principal summarising key developments at the college since the December meeting of the Board, and progress against strategic objectives for 2022-23.
28. The Principal drew the Board's attention to a number of key points in her report, providing context for the latest FE and HE application figures. Responding to a question, the Deputy Principal explained that, although there was a reduction in 19+ applicants compared to the same point last year, strategies were in place to increase numbers through a widened offer and therefore the college had submitted an application for increased 19+ funding in 2023-24.
29. Members discussed and sought additional information in relation to roll out of T Levels, T Level application numbers, class sizes and pathways into T Levels and from T Levels to HE or employment. The Principal provided the example of articulation arrangements in development with the University of Winchester and with Hampshire Hospital Trust in relation to nursing degrees and employment.
30. The Board noted that the college would be co-hosting a land-based focus group to inform the finalisation of the Local Skills Improvement Plan (LSIP) and had also championed the need for a focus group on teacher shortages in FE across the region.
31. The Deputy Principal highlighted the introduction of a new Local Skills Improvement Fund (LSIF), which would be informed by the LSIP, and reported planning with the Surrey Chambers of Commerce and Strategic Development Fund (SDF) partners to prepare an LSIF application.
32. The Principal provided an update on the staff pay consultation with the unions and the next steps to seek to conclude the process.
33. The Board noted the confirmation of a T Level Specialist Equipment Allocation (SEA) to purchase equipment to support the delivery of T Levels in Agriculture, Environment and Animal Care. The size of the award was welcomed as enabling the college to develop improved facilities for students but it was also noted that this did not address the wider funding and affordability challenges in relation to staff pay.
34. The Principal reported that the college had just received confirmation of c£1.6m in funds over two years from the FE Capital Transformation programme. Disappointingly, this did not address the case the college had made to the ESFA and DfE for the redevelopment of the Andover College campus and there was no knowledge of any future capital funding.
35. The Principal also reported that the college had been awarded a small amount of additional funding by the Office for Students (OfS) for HE equipment and highlighted the approval by the University of Portsmouth of University Centre Sparsholt (UCS) delivering research degrees and a sandwich option in industry (BSc) from 2023-24.
36. While welcoming the introduction of land-based sandwich degrees, a member reflected on the importance of how the courses were to be marketed and perceived. The Deputy

Principal noted that the course would be in the new HE prospectus but that it was too early to assess the response. It was also recognised by the SLT that the challenge in relation to internal progressors from FE, in particular to any UCS degree, was demonstrating a differentiation between the FE and the HE experience at Sparsholt.

37. Members discussed the update on the plans for a dedicated HE centre, seeking and receiving assurance about the quality and life expectancy of the planned build and confirmation of the building timeframe.
38. A wider question was raised about how the college was managing the increase in costs of building materials and other construction costs across its capital projects and the Principal gave examples of the measures being taken with the project management consultants, for example to value engineer where necessary. The pressure on costs varied by project and the type of build and equipment required.
39. The Board noted the progress reported on delivery of the Strategic Plan annual milestone objectives year to date.

HEALTHCHECK REPORT

40. The Board had received and reviewed the latest Healthcheck report (2023-Issue 03), noting that, following discussion at the Audit Committee, the key risk indicators from the risk register were now included in the Healthcheck report.

ACCOUNTABILITY STATEMENT

41. The Board had received the report of the Principal to seek endorsement to the College's preparations for the new accountability agreement requirements and FE performance dashboard, together with a draft accountability agreement.
42. The Principal explained the DfE timetable required colleges to submit their accountability statements by 31 May but that the statements were required to respond to priorities in the Local Skills Improvement Plan (LSIP) and that this was also due to be finalised by 31 May. As result, the DfE would permit a draft accountability statement to be submitted by 31 May and a final accountability statement to be submitted by 31 July.
43. The Board noted that the process for developing the accountability agreement had been reported to committees and that CSS had endorsed the approach to responding to national and local skills priorities. The Board also noted the approach to collaborating with other colleges and the presentation of the College Group's contribution to meeting national, regional and local priorities via college-wide, Andover and Sparsholt specific activities, which reflected the difference in curriculum offer between the two campuses and mapped to the college's curriculum plan.
44. The Principal explained that the LSIP priorities and some learner data would be added to the final version, along with the date of approval.
45. **Resolved** – that authority be delegated to the Chair of Governors and Principal to approve the final draft before submission on 31 May.

FINANCE

Management Accounts

46. The Board had received the latest monthly management accounts (to 28 February 2023), including an update on the in-year financial position 2022-23 and cash flow forecast to July 2024.
47. The Director of Finance reported the urgent approval which had been requested from the Chair of Governors because of confirmation received of c£3m of monies from the T Levels Specialist Equipment Allocation (SEA) to be paid in March. The level of the payment would have led to the College exceeding the maximum threshold of college funds to be held in a single bank, as set out in the Financial Regulations. The Chair of Governors had approved the exceeding of the threshold in the short-term while the SEA monies were spent and this had been reported to the Resources Committee.
48. The Director of Finance further noted that, subsequent to the Resources Committee meeting, the College had also received £811k of FE capital transformation funding (the first instalment of the £1,575k grant with remainder due to be received in 2024).
49. The Chair of Governors sought confirmation that the Board was content to continue the variation in arrangements.
50. **Resolved** – that approval be given to continue to vary the Financial Regulations with regard to the maximum threshold of funds to be held in a single bank on the basis that this was a relatively short-term arrangement which would no longer be required when the grant funds were spent and that the Director of Finance would track and report to the Board.
51. The Director of Finance highlighted key headlines from the management accounts, including in relation to staff pay costs and energy costs, noting that the flexible electricity procured model in place was enabling the college to benefit from the current downward movement of electricity costs.
52. The Board discussed the ongoing challenge of staff vacancies and recruitment and the measures being taken by management to effectively deliver the curriculum, acknowledging the responsiveness of staff and managers, whilst also recognising the impact in terms of delaying project work in business support areas. The Principal noted that the pressures being experienced by colleges in relation to staffing had been raised with both the DfE and Ofsted.
53. The Director of Finance also drew the Board's attention to the summary of other key budget variances and the Principal provided an update on the significant financial challenges for 2023-24 which arose from the deferment of some T Level pathways by the DfE and the withdrawal of funding for FE Industry Work Placements (IWPs). The issues had been raised with the ESFA and DfE.
54. Asked about risks to bank loan covenants, the Director of Finance confirmed that these were regularly tracked, with an annual report scrutinised by the Resources Committee, and modelling would be undertaken and reported in relation to the next year's budget.
55. Responding to the Chair's question, the Principal and Director of Finance provided an update on the College Group's actions following the Harpur Trust vs Brazel Supreme Court finding in relation to workers with irregular hours. It was anticipated that the

Government would introduce new legislation to reverse the impact and an accrual for any additional costs was being held in the meantime.

56. Responding to a member's question, the Director of Finance undertook to look into future reporting of cash days in hand excluding monies ringfenced for specific spend, i.e. capital grants.
57. The Board noted the confirmation that the remaining balance from the previous sale of property assets, which had been ringfenced for investment in capital projects, would be allocated to partially fund the new beef barn.

COLLEGE GROUP POLICIES

58. Prior to consideration of policies for approval, the Chair of Governors reported feedback from a member about the variation in nomenclature and references used in policies to refer to Sparsholt College Hampshire or the College Group or to parts of the College Group.
59. The Head of Corporate Governance acknowledged that ensuring a consistent application of nomenclature in all policies was challenging, particularly as the wording in use for internal and external communications tended to change over time and was also aimed at the different user groups. As a minimum, policies should include a standard statement on the inside cover about policies applying to all parts of the College Group unless otherwise specified. Policies applying to Sparsholt College Centre (SCS) employees were also adopted by the SCS Board.
60. **Resolved** – that authority be delegated to the Head of Corporate Governance to update the nomenclature applied to Sparsholt College Hampshire, the College Group, or parts of the College Group for accuracy, consistency and clarity without the need to seek approval of the updates from the Board, providing the changes did not change the intended application or aims of the policies. Such changes would not change the approval, implementation or review dates of the policies.

AUDIT COMMITTEE

61. The Board had received the unconfirmed minutes of the Audit Committee meeting held on 17 March 2023.
62. The Committee Chair provided a report to the Board, including in relation to the consideration of the Staff Wellbeing audit, the annual report on counter fraud measures and review of the performance of the internal and external auditors.
63. **Resolved** – that the updated Counter Fraud Strategy be approved.
64. The Board noted the assurance provided by internal audit reports on Staff Wellbeing, Risks Management (Sustainability) and GDPR and that the internal audit programme was on track to be completed by year end.
65. The Board also noted the confirmation of insurance arrangements for the College Group.
66. **Resolved** – that Buzzacott LLP be confirmed as the external auditors for Sparsholt College Hampshire for the statutory accounts for the financial year ending 31 July 2023 under the terms of the current contract.
67. **Resolved** – that RSM Risk Assurance Services LLP be confirmed as the internal auditors for Sparsholt College Hampshire for 2023-24 under the terms of the current contract.

68. The committee had undertaken its annual performance review and was satisfied to report to the Board that it continued to undertake its activities in line with its terms of reference and that no concerns had arisen about the effective operation of the committee in relation to the best practice guidance. It was recommended to update the committee's terms of reference to clarify the process for appointment of the committee chair.
69. **Resolved** – that the updated terms of reference of the Audit Committee be approved.
70. The Deputy Principal reported an alert to the FE sector about increased risks to cyber security, noting that management were proactively managing risks through a range of measures and testing to counter any hacking and ransomware attempts, with updates to follow to the Audit Committee.

CURRICULUM, SKILLS & STAKEHOLDERS COMMITTEE

71. The Board had received the unconfirmed minutes of the meeting of the Curriculum, Skills and Stakeholders Committee (CSS) held on 2 March 2023, together with the College's Three-Year Curriculum Plan.
72. The Committee Chair noted the update reviewed by the committee on key elements of employer and wider stakeholder engagement and commended the collaborative work by the SLT with the Surrey Chamber of Commerce and other colleges on the development of the LSIP.
73. The Committee Chair also highlighted the ongoing work in preparing for the rollout of T Levels on the Sparsholt campus, the issues raised by the deferment by the DfE of some T Level pathways and actions being taken by management to mitigate T Levels related risks.
74. The Committee Chair highlighted the detailed review of A Level provision following discussion at the Governors' Seminar in January. The Board noted that the committee had endorsed the scope and ambition of the 3 Year Curriculum Plan as being fit for purpose as a work plan to deliver the College's strategic ambitions, particularly in relation to student progression, future employability, professional development of the employed and to meeting the needs of employees.
75. The Committee Chair confirmed that CSS had reviewed and endorsed the approach to the Accountability Statement, prior to the further development of the document for submission to the Board.
76. The Board also noted the committee's review of progress with the HE Access and Participation Plan and of the updated statutory DfE careers guidance.

QUALITY & STANDARDS COMMITTEE

77. The Board had received the unconfirmed minutes of the meeting of the Quality & Standards Committee (Q&S) on 9 February 2023.
78. The Committee Chair noted the clarity and transparency of reporting from management, pointing to the recognition of interventions which had a positive impact and areas where more actions were needed.
79. The Committee Chair highlighted the curriculum areas which were under enhanced quality scrutiny and the detailed scrutiny of the actions in relation to English and Maths. The committee had welcomed plans to restructure the staffing of English and Maths to

seek to address retention and recruitment challenges and mitigate quality risks to further support successful student outcomes.

80. Members discussed the progress with GCSE English and Maths and sector benchmarking data. The Principal emphasised the focus the College placed on achieving GCSE English and Maths to enable progression to Level 3 vocational qualifications and T Levels.
81. Asked by the Student Governor about the Government's ambitions for all learners to continue studying Maths to 18, the Principal explained that the College was continuing to invest in the delivery of English and Maths but the shortage of teachers in schools and colleges was a challenge. More specific planning would be undertaken once there was more certainty and detail about the Government's plans.
82. The Committee Chair also reported the committee's ongoing scrutiny of Apprenticeship provision, noting the challenges in relation to End Point Assessments (EPAs).
83. The Principal and Deputy Principal provided some additional explanation in relation to the challenges with the Level 2 Arboriculturist EPA which had led to very high failure rates nationally and the actions which had been taken by the College and the sector with the standard setting body and the awarding body, as well as actions in place to support current learners. The College was working closely with the National Land Based College and City & Guilds to provide feedback and to seek to inform new apprenticeship standards and assessments.
84. Members acknowledged the efforts being made by the College and recognised the value of delivering apprenticeships for employers which met the employers' skills needs, drawing comparisons with examples from their non-college roles.
85. In relation to apprenticeships overall, the Deputy Principal explained the Government's targets for apprenticeship achievement rates and noted the interventions made in delivering apprenticeships were expected to lead to improved achievement rates this year.
86. The Committee Chair highlighted the committee's review of HE performance and noted that he had attended the HE Board of Studies in December and March, which included oversight from the University of Portsmouth, and the themes emerging from student feedback.

RESOURCES COMMITTEE

87. The Board had received the unconfirmed minutes of the meeting of the Resources Committee held on 16 March 2023 (Parts 1 and 2), together with updated Financial Regulations and College Group policies.
88. The Chair of Governors drew the Board's attention to discussion about the FE bursary policy and a proposed arrangement in relation to transport costs which the College was seeking further advice about to be sure that it would be compliant with ESFA bursary funding rules. The policy would be published without this updated if ESFA confirmation had not been received and the Board was asked to delegate authority to the Chair of Governors to approve publication of updated policy once confirmation was received.
89. **Resolved** – that the FE Bursary Policy 2023-24 be approved to include:
 - a) An increase in bursary thresholds for FE learners to £35,000

- b) Charging the actual cost of a place on a campus bus to the bursary fund for FE students receiving full bursary (and opting to use their bursary on College arranged transport), subject to confirmation from the ESFA that this was consistent with the bursary funding rules and Chair of Governors approval prior to publication
 - c) A flat increase of £40 per person for those using a College arranged campus bus
 - d) An increase of 5% to accommodation and meal plan costs for 2023/2024.
- 90. The Board noted the committee's review of HR matters and policies.
- 91. **Resolved** – that, subject to consultation with the Informing & Consulting Employees (ICE) Group, the following be approved:
 - a) the notice period which new academic staff or promoted academic staff need to provide be a minimum of 3 months' written notice
 - b) the Capability Policy
 - c) the Criminal Records Policy
 - d) the Staff Charter & Code of Conduct
- 92. The Board noted the annual review of the Financial Regulations, which was recommended by the committee, and updates proposed in relation to the reclassification of colleges as public sector.
- 93. Responding to a member's challenge as to the proposed level of increase of some of the financial limits, for example in relation to debt write off, the Director of Finance explained the approach which had been taken to reviewing the limits, taking into account the practicalities and management time involved and knowledge of the range of limits at other colleges. The Director of Finance commended the Financial Regulations as providing a sound level of financial control.
- 94. The Director of Finance also explained that reference would need to be made by limits set by the DfE and HM Treasury's Managing Public Money requirements in relation to matters requiring government approval.
- 95. **Resolved** – that the updated College Group Financial Regulations be approved and that authority be delegated to the Director of Finance to align the mileage rates with any future updates by HMRC.
- 96. The Board noted the annual review of College Group pension schemes.
- 97. **Resolved** – that the Local Government Pension Scheme (LGPS) Discretions Policy be approved without amendment.
- 98. The Board noted the update on delivery of the Property Strategy and the review of the Security Policy.
- 99. **Resolved** – that an update to the Property Strategy be approved to include the development of a Retrofit facility for the delivery of green skills (in existing buildings on each campus).
- 100. **Resolved** - that the updated Security Policy be approved.

WELLBEING

Health & Safety Annual Report

101. The Board had received the annual College Group Health and Safety Report of the Health & Safety Officer for the year 2021-22, plus the first part of 2022-23, including a summary of updates to College Group policies and codes of practice.
102. The Health & Safety Officer drew the Board's attention to key headlines and members sought additional information for assurance and confirmation about a range of health and safety management matters, including the accident statistics, the programme of independent fire risk assessments and action points arising, the monitoring by the Health & Safety Office of departmental self-assessments, the numbers of staff trained in First Aid and Emergency First Aid, and signage for locating defibrillators. The Health & Safety Officer confirmed actions taken and current priorities, including in relation to the fire assessment action points.
103. Members discussed the Board's responsibility for health and safety and how the Board received assurance about the policies and processes in place. It was noted that, in addition to the annual report, the Board received key performance indicators through the regular Healthcheck report and assurance through the minutes of the Wellbeing Committee which reviewed health and safety matters termly and reported to the Board. The Principal and Head of Corporate Governance undertook to review the reporting to the Board for the 2023-24 business cycle and make recommendations to the Chair of Governors regarding any changes to contents of reports or Board agendas.
104. The Principal also reported that a deep dive risk presentation on the management of health and safety would follow to the Audit Committee in June and that consideration was being given to including a review of health & safety in the future internal audit programme.
105. The Board noted the assurance provided by the report regarding the proactive management of health and safety across the College Group, including the identification of actions to further improve health and safety practices, and the implementation of policies and procedures relating to the health, safety and welfare of staff and students.
106. The Principal updated the Board on an issue which had arisen relating to the water supply on parts of the Sparsholt campus and which had led to a decision to deliver online learning and close student residential accommodation for one day on 17 March. Some immediate remedial actions had been taken and there would be work to identify improvements needed to the water supply infrastructure in the longer-term.

Wellbeing Strategy Annual Report

107. The Board had received the annual report of the Vice Principal Curriculum (Andover) and SLT Wellbeing Lead on progress with the College Group Health & Wellbeing Strategy and action plan which covered student and staff wellbeing.
108. The Vice Principal Curriculum highlighted key developments and actions, including the integration of recommendations from the internal audit review of staff wellbeing into the action plan, and actions being taken informed by staff survey results and in relation to the AOC Mental Health Charter.

109. The Vice Principal also reported findings from the AOC Mental Health Survey, with continuing increases in demand for mental health support for learners and the pressure of increasing workload for staff, alongside factors such as the cost-of-living crisis.
110. In discussion, a member raised the recent public reporting of pressures which schools and colleges experienced in relation to Ofsted inspections and findings and the need to mitigate these pressures and support leaders and staff. The Principal assured the Board that such concerns were being taken into account in the College's preparations for an Ofsted inspection and that the SLT understood that the impact of managing vacancies and seeking to maintain the quality of the student experience was challenging for staff. The Chair of Governors emphasised that the Board understood the pressures and was supportive.
111. Responding to the SCS Staff Governor's question about de-escalation and behaviour management training for staff, the Vice Principal Curriculum confirmed that training was delivered in areas where needs were identified and strategies were in place to promote positive behaviour with learners.
112. The Board commended the proactive approach being taken by management to staff and student wellbeing evidenced by the Wellbeing Strategy and progress with the action plan.

Wellbeing Committee

113. The Board had received the unconfirmed minutes of the Wellbeing Committee held on 28 February 2023, which covered equality & diversity, health & safety, safeguarding (including Prevent) and wellbeing matters. The minutes included the latest data on safeguarding cases and health & safety incidents.
114. The Principal drew the Board's attention to key points in the minutes, including the results of the annual safeguarding survey of learners and the follow up work to understand the very small percentage of learners who had not responded that they felt safe, identifying that these related to the individuals' personal circumstances.
115. The Board noted that the College Group had in place a Zoological Health and Welfare Policy which was reviewed and approved by the SLT.
116. The Board noted the consideration of the review of constitution, remit and membership of the Wellbeing Committee, led by the Head of Corporate Governance and overseen by the Governance & Search Committee, which had been an action from the Board's performance effectiveness review in the context of the overall governance arrangements.
117. The review recommended the continuation of the Wellbeing Committee as a management committee, reporting to the Board termly, recognising the value of the current arrangements to the operational management of the areas within the committee's remit and that the committee supplemented formal annual reports to the Board, the review of monthly KPIs in the Healthcheck report, and related reporting to other committees. Some updates to membership and terms of reference were proposed.
118. **Resolved** – that the membership of the committee be updated to include the Director of Finance and that the updates to the terms of reference be approved.
119. The Vice Principal Curriculum and Designated Safeguarding Lead (DSL) explained the proposed introduction of a new 'Suicide-Safer' policy which responded to experiences at other FE and HE institutions and to the advice and guidance from the Office for Students.

120. Responding to questions from the HE Student Governor, the DSL confirmed the understanding that risk factors for students could link to their situations outside of the College/University Centre and to challenges in relation to LGBTQ+ students and how the College responded to these. It was also noted that the FE Student Councils and HE Student Association had been consulted in developing the policy and that consideration would be given as to how to sensitively communicate the policy to staff and students.
121. The Safeguarding Lead Governor endorsed the new policy as aligning with the College's safeguarding policy and practices.
122. **Resolved** – that the Suicide-Safer Policy be approved.

COLLEGE GROUP SUBSIDIARY COMPANIES

Andover Town Football Club Limited (ATFC)

123. The Board had received the minutes of the meeting of the ATFC Board of Directors held on 10 March 2023.
124. The Principal (Chair of ATFC) highlighted the outcome against ATFC's strategic objectives in relation to playing performance and noted a decision was awaited from Test Valley Borough Council on the award of funding for a 3G pitch in the Test Valley area, with the Portway Stadium as one of the options.

Sparsholt College Services Limited (SCS)

125. The Board had received the minutes of the meeting of the SCS Board of Directors of 21 March 2023.
126. The Chair of Governors (Chair of the SCS Board) confirmed that the business of the SCS Board had been routine and highlighted the reported savings from the pension arrangements.

GOVERNANCE

Written Resolutions and Chair of Governors' Approvals

127. The Board had received the report of the Head of Corporate Governance on written resolutions by the Board and approvals by the Chair of Governors since the December meeting of the Board. There had been no written resolutions.
128. The Board noted four approvals by the Chair of Governors:
 - a) Approval of an update to the Property Strategy to include the aim of developing a Business Skills & Innovation Centre on the Andover College campus;
 - b) Approval of an update to the Curriculum Delivery, Teaching & Learning, & Quality Improvement Policy to include information about the TALO (Teaching and Learning Observations) process;
 - c) Permission to exceed the maximum threshold of £5m set out in the Financial Regulations for College funds to be held with a single bank in order to prepare for receipt in March of c£3m of monies from the T Levels Special Equipment Allocation. This was subsequently reported in full to the Resources Committee and the banking arrangements endorsed by the committee.
 - d) Matters in relation to an external contractor, subsequently reported to the Resources Committee.

Governance & Search Committee

129. The Board had received the unconfirmed minutes of the meeting of the Governance & Search Committee held on 3 February 2023, together with proposed updates to the Board of Governors Reviewing Performance Policy.
130. The Chair of Governors highlighted the Board and committee membership matters reviewed by the committee.
131. The Board noted the update on considerations in relation to the vacancy for a Co-Vice Chair following feedback on the role of Vice Chair from a number of governors which had led to the Governance & Search Committee reviewing the nominations process. The committee concluded that it would be beneficial for the Board to hold the vacancy in abeyance for a period of time given its relevance to succession planning for a future Chair of Governors.
132. **Resolved** – that the Board’s succession and appointment procedures for the role of Co-Vice Chair be varied and that the Co-Vice Chair vacancy be held in abeyance for a period of time while recruitment matters were progressed and kept under review by the Governance & Search Committee.
133. **Resolved** – that the following appointments be approved:
 - a) Colin McCormack as a member of the Audit Committee from 1 April 2023
 - b) Gareth Davies as Chair of the Audit Committee from 1 April 2023
 - c) Paula Jordan as a member of the Governance & Search Committee and the Remuneration Committee from 1 April 2023
 - d) Chris Wilson as Vice Chair for a further year to 10 July 2024 (the end of his term of office as governor)
134. In relation to the update on training and development, members welcomed the intention to arrange a tour of the Andover College teaching facilities and an update on the Andover Town Centre project.
135. **Resolved** – that the updated Board of Governors Reviewing Performance Policy & Procedures be approved.

Governance Report

136. The Board had received the report of the Head of Corporate Governance updating on governance matters, including in relation to recent developments in the FE and HE regulatory environment and the Board’s operations.
137. The Board noted the draft new AOC Code of Good Governance which was out for consultation.
138. The Board noted that further guidance had been issued by the DfE on the reclassification of colleges into the central government and circulated to governors.
139. The Board noted that the DfE had published plans for special education needs and disabilities (SEND) provision and that the updated DfE Governance Guide for FE Governing Bodies included a new section about SEND and a recommendation that governing bodies appoint a SEND lead governor.

140. In discussion, while recognising the important of SEND provision, it was questioned whether creating a fixed lead governor appointment would add value to the rolling programme of governor Link visits to the Foundation and SEND provision and oversight through the Board's committee structure. A member also reported related feedback from the AOC Governance conference. It was noted that the options would be considered further at the next Governance & Search Committee meeting. This could also include revising the Link visits policy and procedures to be explicit about the role of Link visits in relation to SEND. In the meantime, a session on Foundation and SEND was planned for the Governors' Seminar in May.

Board Membership

141. The Chair of Governors expressed immense gratitude on behalf of the Board to Marian Lauder who was resigning as a governor on 31 March 2023. The Chair recognised Marian's substantial contributions as Co-Vice Chair and Chair of the Audit Committee, as well as through the work of the Governance & Search and Remuneration committees.
142. Marian Lauder thanked her colleagues on the Board for their collaborative work and the SLT members for their high standards of professionalism and commitment to the College Group.
143. Confidential matters were recorded separately.
144. The meeting ended at 1.00 pm.

Approved: 6 July 2023 Board of Governors Meeting