

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
GOVERNANCE & SEARCH COMMITTEE
held on 3 February 2023 at 09:30-11:30
at Sparsholt College

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

In attendance: P Jordan (Governor)
 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 Search Committee meeting held on 1 July 2022 be confirmed as a correct record.
3. Lead Governors (min 69/22): committee noted that the outcome of the SEND Green Paper consultation was awaited shortly and that the Principal and Head of Corporate Governance (HCG) would alert the Board if a statutory requirement for a SEND lead governor were to be introduced.
4. The committee noted that the resolutions of the committee had been implemented and that there were other no matters arising not covered elsewhere on the agenda.

BOARD MEMBERSHIP

5. The committee had received the report of the HCG on developments in relation to board and committee membership since July 2022.

Board membership

6. Following the recruitment activities in the summer term, one vacancy had remained outstanding, with one further vacancy arising from 1 April, and the committee had endorsed via email in the autumn term continuing search activities to identify potential candidates.
7. Priorities for governor recruitment continued to be filling key skills gaps on committees and enhancing areas of knowledge to assist with succession planning (including education), industry/sector knowledge linked to the curriculum offer, and diversifying board membership (in relation to gender and ethnicity, plus other factors which contributed to diversity of thought and experience).
8. The committee noted the update on the selection process for a new candidate, with an interview to be scheduled shortly, and the outcome of other enquiries which were focused on recruiting an individual with strong education experience. The next steps for

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

recruitment/selection would be considered and agreed by the committee following the anticipated interview.

9. The committee endorsed the need to seek candidates with specialist areas of expertise to meet criteria informed by skills analysis and succession planning, while cautioning about avoiding appointing in current Board members' 'own image' and the need to avoid 'group think'.
10. The Principal reported on two speakers at the Landex conference who were involved in promoting diversity in the land-based sector and who it was hoped to engage in progressing equality, diversity and inclusion at the College. It was also hoped to make this a focus at the next Governors' Seminar.
11. It was agreed that reaching out to stakeholder organisations and employers could be an appropriate route for attracting new governors with relevant experience but that the committee did not support formally 'ring-fencing' appointments for particular external stakeholder groups.
12. The committee considered the DfE-funded recruitment service delivered by Peridot Partners which had a set number of places available for FE colleges (until March 2025 subject to availability) to recruit governors if application criteria were met. It was noted that the College did not meet two of the three criteria and would need to make a strong case for special circumstances which made it difficult to recruit governors with a particular skills set or background. This could potentially include challenges attracting diverse candidates in the College's rural Hampshire setting. Given the potential candidates already identified, the committee agreed not to submit an application at this time but to revisit the option depending on future circumstances.
13. It was noted that headhunting for volunteers required a specialist approach, understanding the motivators for individuals to join a FE college board. P Jordan offered to informally consult contacts in the recruitment sector as to whether 'philanthropic' services might be available.
14. The committee noted that the two FE student governors were due to complete their enrolment at the College in the summer term and agreed that Vice Principals Curriculum and HCG seek to recruit new student governors before the summer.
15. The committee discussed the mixed experiences over recent years of student governor engagement and attendance at meetings, recognising the challenges involved, particularly for younger students and those who were only in post for a year. The Principal shared an example from another college where student governors presented a report at each board meeting and the committee endorsed developing this idea and trailing approaches to increasing student governor participation in meetings.

Committee membership

16. The committee considered the mid-year update on committee membership and chairing in light of current vacancies and vacancies arising from 1 April 2023. The HCG reported discussions with governors about the vacancies and confirmed the individuals proposed for new appointments had consented.
17. **Resolved** – that the Board of Governors be recommended to appoint:
 - a) C McCormack as a member of the Audit Committee from 1 April 2023
 - b) G Davies as Chair of the Audit Committee from 1 April 2023

- c) P Jordan as a member of the Governance & Search Committee and the Remuneration Committee from 1 April 2023.
18. It was noted that a vacancy for an external governor remained on the Quality & Standards Committee and that G Davies’s continuing membership of this committee was a short-term arrangement. It was intended to further review membership of the committees in light of the outcome of the current recruitment activities.
19. The committee also noted that governors had opportunities to be involved in quality processes through attendance at annual and mid year curriculum area SAR meetings and that this should be encouraged.
20. The committee reviewed the co-opted membership of committees, discussing how co-opted members were supported to fulfil their roles, the value of the external viewpoints which co-opted members brought to the College’s governance and potential developments to future membership in relation to links to stakeholder sectors.

Chair and Vice Chairs

21. The committee reviewed the succession planning for the posts of Chair and Vice Chair of Governors, noting that the Chair was due to complete his term of office in July 2025.
22. The committee discussed seeking an extension of the term of office of C Wilson as Vice Chair for a further year from July 2023 to July 2024, to co-incide with the end of his term of office as a governor. This would total six years as Vice Chair. The committee agreed that there were exceptional reasons for recommending this extension due to significant relevance of C Wilson’s education, standards and safeguarding knowledge which enabled him to deputise effectively for the Chair of Governors on education and other College matters, such as in the event of an Ofsted inspection. Members also commented positively on C Wilson’s willingness to support other governors and the valuable role that he could play in assisting the development of governors and working with a Co-Vice Chair.
23. **Resolved** – that the Board of Governors be recommended to appoint C Wilson as Vice Chair for a further year to 10 July 2024 subject to C Wilson confirming his willingness.

[Addendum: the HCG discussed the committee’s proposal with C Wilson and he confirmed his willingness to the proposal.]

24. The committee discussed the vacancy arising for a Co-Vice Chair when M Lauder stepped down at the end of March. The timetable for seeking nominations had been postponed from the autumn term when M Lauder’s departure date had moved from December to March. It was noted that there was no regulatory requirement to have a Co-Vice Chair but that the role had been introduced to support succession planning for the Chair of Governors, provide a route for development, and to increase governance resilience through the availability of a second deputy to the Chair.
25. The committee asked the HCG to write to governors to highlight the forthcoming vacancy and to explain the context, including in relation to succession planning for Chair, in order to provide governors with an opportunity to think about the post and raise any queries in advance of a nominations process.

[Addendum: further to the HCG’s email to governors in February, several governors offered feedback and reflections on the role of Vice Chair, as a result of which the Governance & Search Committee further considered 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 in recognition of the value of the role in governor development, and in particular its relevance to succession planning for a future Chair of Governors. The committee took into account the profile of current board members in terms of length of service (including that some governors are relatively new in post) and that recruitment is actively underway for two vacancies, with appointments expected in the next few months. As this is a variation to the Board's procedures (which require nominations to be sought before the end of the term of office of the Vice Chair), the committee is seeking the Board's approval at its meeting on 30 March 2023 to hold the vacancy in abeyance for a period of time.]

BOARD PERFORMANCE

26. The committee had received the report of the Head of Corporate Governance on training and development, link visits and performance review activities, together with a feedback report on the January Governors' Seminar and an update on the Board's performance action plan 2022-23.
27. The committee reviewed the summary of training undertaken by (or scheduled for) governors during 2022-23, noting the priorities this year to date:
 - a) DfE reforms & requirements for delivering and reviewing how skills needs are met
 - b) the ONS decision to reclassify colleges as 'Central Government'
 - c) updates to Keeping Children Safe in Education statutory guidance
 - d) OfS reforms to regulatory conditions regarding quality assurance
 - e) Ofsted inspection preparation
 - f) Induction activities for new governors
28. The committee noted that the sessions at the January Governors' Seminar were generally well received by governors, with some comments fed back on the intent and outcome of the Andover College strategy session.
29. It was noted that the Principal was exploring a potential external speaker on EDI matters for the May Seminar and including a session on developments to Foundation and SEN offer.
30. The HCG had revised the provisions of the AoC Code of Good Governance in relation to training and induction and the committee noted the outcome that all provisions were met and the accompanying evidence.
31. The committee reviewed the update on the link visits programme, noting the including of attendance at FE Student Council meetings. Following feedback from an external governor to the HCG, the committee debated the merits and potential downsides of a rolling programme of visits and agreed that the planning of the visits should include the flexibility for a governor to revisit a particular area (for example 2-3 terms later) to discuss progress/developments.
32. It was suggested that following the Seminar discussion of the strategy for Andover College and in the context of the Property Strategy, governors may be interested in a group tour of the Andover College, potentially combined with an update from Test Valley Borough Council on the Andover Town Centre project.
33. The committee considered the Board performance action plan and progress report for 2022-23, which had been updated following discussion at the December Board and authority had been delegated to the committee to agree the prioritisation of the actions. A further progress report would follow to the next meeting.
34. **Resolved** -that the updated action plan and prioritisation of actions be approved.

35. The committee considered the update on planning for an external board performance review and a summary of feedback from the meeting M Lauder and the HCG had held with ETF regarding the ETF/Institute of Directors joint service. Committee members endorsed the approach set out and the next steps.
36. The committee considered the proposed updates to the Board's Performance Policy and Procedures following a review by the HCG which took into account the new DfE requirements and best practice as set out in the DfE FE and Sixth Form College Corporations Governance Guide and AoC Code of Good Governance. The proposed changes were:
 - a) Introduction of the requirement for an external governance review every three years
 - b) Introduction of the requirement to publish a summary of outcomes of internal and external reviews in the annual report
 - c) Making individual appraisal meetings and appraisal of the Chair of Governors an expectation
 - d) Reference to the responsibilities of the Governance & Search Committee
 - e) References to linked processes and updates to post titles
37. The committee discussed the introduction of annual appraisals for governors, recognising that these were increasingly common in the sector even though governors were volunteers. It was intended that these would be intended to be constructive opportunities to support governors to contribute fully to the work of the Board and to enable a two-way discussion of continuous improvement of the Board.
38. The committee discussed the timing of the appraisal meetings, noting the time commitment involved, and agreed that there should be flexibility in when the meetings were held. It was discussed, for example, scheduling the meetings to co-incide with the anniversary of governors' individual appointments, rather than in a block. It was also discussed that a fuller meeting might be held every two years, such as on the first and third anniversary, with a lighter touch approach in the intervening years.
39. The Chair confirmed that he supported the introduction of an annual appraisal meeting of the Chair, in addition to the annual performance survey and reappointment process which was already in place. It was noted that M Lauder had provided the HCG with some example questions for a chair's appraisal.
40. It was noted that some colleges had introduced a 'Senior Independent Director/Governor' role (similar to the SID role in the corporate sector) and that one of the duties of the role was to appraise the chair. There was no recommendation to pursue this at this time but it could be revisited in the future.
41. **Resolved** - that the Board of Governors be recommended to approve the updated Board Performance Review Policy with the further amendments discussed in relation to governor appraisals.

WELLBEING GOVERNANCE REVIEW

42. The committee received the report of the HCG on a review of 'wellbeing' governance which was an action in the Board Performance Action Plan. The review sought to establish whether the membership and responsibilities of the Wellbeing Committee remained fit-for-purpose and whether the structure and processes for 'wellbeing' (incorporating health, safety, safeguarding, equality and diversity) oversight by the Board were appropriate.

43. The committee reviewed the information about the history of the Wellbeing Committee which explained why it was not constituted with governors as members but did report to the Board.
44. The committee also noted the summary of the regulatory/governance requirements for wellbeing matters and the framework of oversight, compliance and management mechanisms within the college and was assured by the comprehensive set of systems and reporting. This included regular assurance information presented to the Board through annual reports on safeguarding, Prevent risk assessment, health & safety, equality & diversity, and wellbeing, supported by monitoring via the strategic risk register and audit activity and the Healthcheck KPIs, plus review and approval of relevant policies.
45. It was further noted that governors had provided positive feedback in the Board's 2021-22 performance review as to the reporting and policy arrangements in relation to compliance duties including safeguarding, Prevent, health & safety, and equality & diversity.
46. Members discussed whether formatting changes to the minutes of the Wellbeing Committee could further highlight to governors key thematic issues and areas of risk. It was also noted that the committee's current terms of reference did not capture the more recent focus on the overall 'wellbeing' of staff and learners.
47. **Resolved** – that feedback be sought from the Wellbeing Committee members about the committee's role, effectiveness and terms of reference and that, further to this, the Board of Governors would be asked to confirm if changes were required.
48. The meeting closed at 11:35.

Approved: 26 June 2023 Governance & Search Committee Meeting