

CONFIDENTIAL

SPARSHOLT COLLEGE HAMPSHIRE MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE held on 26 June 2023 at 10:30 via online videoconference

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

In attendance: S Willson (Head of Corporate Governance)

DECLARATION OF INTERESTS

59. There were no interests to declare. Individual members did not take part in decisions relating to themselves.

GOVERNOR INTERVIEW

60. The committee had shortlisted an application in May for the vacancy which had originally been advertised in summer 2022 targeting an individual with education experience and the interview had been held before the start of the committee meeting via MS Teams. The interview panel consisted of the four committee members. The panel was aware that the candidate and the Vice Chair of Governors were known to each other and the Principal had had some previous contact with her professionally while employed at another college.
61. The interview panel members had discussed their assessment of the candidate and agreed that she met the selection criteria and was appointable. It was noted that the candidate has a successful track record in secondary school leadership and had also demonstrated an understanding of how her skills and experience could transfer to FE college governance, while acknowledging there would be much to learn. Panel members carefully considered her responses to questions and agreed that she was a strong candidate overall and that the Board would benefit from her appointment.
62. **Resolved** – that, subject to her agreement, the Board of Governors be recommended to appoint Amanda Rowley as a governor and member of the Quality & Standards Committee from 1 September 2023 for a term of office of four years, subject to satisfactory references, DBS and fit and proper person checks.

MINUTES AND MATTERS ARISING

63. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 3 February 2023 and confidential minutes of the meeting held on 20 April 2023 be approved as a correct record.
64. Student governors (min 15/23): It was noted that planning was underway with the Vice Principals to introduce a report from student governors at Board meetings in 2023-24, as well

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

as to look at how to better support student governors to attend and engage in discussions at committee meetings. Some reservations were expressed in discussion about the time pressures on business at Board meetings, the potential risk of the views of the student governors being incorrectly perceived to be reflective of the wider student community when this might not be the case, and that talking to their reports at meetings could be daunting. Overall, however, the committee endorsed the idea in order to try to engage student governors more.

65. Governor interview (min 57/23): The committee noted the addendum to the minute which reported that the candidate recommended for appointment had withdrawn her application due to changes to her personal circumstances. This had also been notified to committee members by email at the time.
66. The committee noted that the other resolutions of the committee had been implemented and that there were no other matters arising not covered elsewhere on the agenda.

BOARD MEMBERSHIP

67. The committee had received the report of the Head of Corporate Governance (HCG) on the review of board and committee membership, including equality and diversity data in relation to gender, race and age.

External governors

68. In relation to equality and diversity, the Single Equality Scheme set out specific aims in the Board's membership having a similar gender mix to that of the college and, in terms of race, being representative of the wider community which the college serves. The Board's membership was 31% female, compared to 64% of colleges staff and 54% of students. This currently included one female external governor. Both of the recent shortlist candidates were female and continuing to attract female candidates remained a priority.
69. The committee noted that, subject to the Board approving the outcome of the interview (minute 62), there was one current vacancy for an external governor. The committee also reviewed the terms of office of current governors, noting that the committee would undertake procedures under the governor selection and appointment policy at a subsequent meeting in relation to terms of office due to complete during 2023-24.
70. The committee discussed the priorities for skills and experience on the Board and the outreach activities which the Principal had continued seeking to identify potentially relevant applicants from college stakeholder groups, including those with knowledge of the skills agenda in the region, an education background or land-based experience. It was noted that joining a committee as a co-opted member could be a steppingstone to the role of governor.
71. The committee agreed to return to options for supporting external governor recruitment under the next agenda item.
72. It was noted that the position of Co-Vice Chair continued to be held in abeyance while the vacancies were recruited, and consideration given to succession planning for the Vice Chair of Governors (completing his term of office July 2024) and Chair of Governors (completing his term of office July 2025).
73. The HCG had circulated proposed minor updates to the external governor role description to make reference to the public sector reclassification of colleges and to engagement with stakeholders and meeting skills needs in the general information about the role of the Board.

The HCG explained that the role description was used when communicating with individuals who might have interest in the joining the Board of Governors, as well as in the formal recruitment, selection and appointments processes. For specific recruitment campaigns additional information about the skills being sought would be added with the agreement of the committee.

74. **Resolved** – that the updated role description be approved for use.

Student governors

75. The committee noted that the two FE student governors completed their college enrolment in June and the Vice Principals Curriculum would be supporting promoting the vacancies to progressing students and newly enrolled students in September.

Staff governor

76. It was noted that Janine Emm was due to complete her term of office at the end of December 2023 and therefore nominations for a SCS governor would be sought during the autumn term.

Committee membership & chairing

77. The committee discussed the membership of Quality & Standards, noting that the current vacancy for an external governor would be filled in September (subject to minute 62 above). A successor was also sought for Gareth Davies, following his appointment to the Audit Committee and as Committee Chair. The HCG reported discussions with Neil Moody about moving to the Quality & Standards.
78. **Resolved** – that Neil Moody be appointed a member of the Quality & Standards Committee from 1 January 2024 (stepping down from Curriculum, Skills & Stakeholders Committee (CSS)).
79. It was noted that this would create a vacancy on the CSS and attracting a governor with skills and experience relevant to this committee was one of the recruitment priorities. Michael Serridge had stepped down as a co-opted member of CSS as he retired as a headteacher, leaving a vacancy for a new co-optee. In addition, the other co-opted member's current term of office was due to finish in December and it was agreed to follow up with the member her continuing involvement as her contributions had been highly valued.
80. The committee noted that SJ Radford would complete her term of office as a co-opted member of the Audit Committee in December 2023 and noted the guidance from the ESFA Post-16 Audit Code of Practice in relation to membership of the Audit Committee. It was agreed that, until such time as there was a governor who was a current chartered accountant on the committee, to seek another co-optee (in addition to the other current serving co-opted member) who was a qualified accountant (in current accountancy, audit or finance related practice), using networks in the first instance.

Committee Chairs

81. The Board appoints the chairs of committees on an annual basis other than the chair of the Resources Committee and Governance & Search Committee where the committee chair is the Chair of Governors ex-officio.
82. The committee reviewed each of the committees in turn, considering factors including the number of years the current chair had served, the remit of the committees, the external governance framework, the constitution and expertise of the committees' wider membership, and the effectiveness of the Board's operations. The committee noted that its

recommendations were subject to the HCG consulting the governors involved to seek their agreement to the appointments.

83. **Resolved** – that the Board of Governors be recommended to appoint;
- a) Gareth Davies as chair of the Audit Committee for 2023-24
 - b) Tom Floyd as chair of the Curriculum, Skills & Stakeholders Committee for 2023-24 (see minute 85 below)
 - c) Chris Wilson as chair of the Quality & Standards Committee for 2023-24
 - d) Adrian Neal as chair of the Remuneration Committee for 2023-24 and Paula Jordan as chair designate.

Lead governors

84. The committee considered the option of introducing a lead governor for SEND (specialist education needs and disabilities), following the recommendations in DfE's publication on SEND provision and updated guidance for FE governing bodies published in March. The HCG had prepared a draft role description to inform the discussion.
85. In discussion it was noted that appointing a SEND lead governor would move away from the Board's current approach of only appointing fixed lead governors where there was a statutory requirement to do so (safeguarding), with expertise and focus instead developed through the committee structure and supported by the rolling programme of Link visits and training and development (Brief Bite, Governors' Seminar). It was recognised, however, that while not mandatory, the strong steer from the DfE to appoint a SEND lead governor was also linked to findings from Ofsted inspections in relation to delivery of education for student with high needs. It was also noted that, if the role were to be introduced, it would require a governor being willing to be appointed and supported with training and development where relevant.
86. On balance, members were minded to support a recommendation to introduce the role of SEND lead governor but sought confirmation that this would not inadvertently undermine the Board's position in relation to careers, where the oversight and promotion of careers took place through the work of CSS. Additionally, the HCG had circulated proposed revisions to the policy and procedure for Link visits to explicitly reference meeting skills needs and student destinations as areas for discussion during visits.
87. The Principal and HCG undertook to check the careers statutory guidance and DfE guidance for governing bodies and advise whether further changes be recommended to the Board's processes.

[Addendum: it is proposed that the post of CSS Committee Chair is also designated by the Board 'to take a strategic interest in careers education and guidance and to encourage employer engagement'; this being consistent with the statutory careers guidance and DfE guidance for governor bodies.]

88. **Resolved** – that the Board of Governors be recommended to introduce the role of SEND Lead Governor as an annual appointment (with the ability to reappoint the incumbent) and for the role to be reviewed on an annual basis.

GOVERNOR RECRUITMENT

89. The committee had received a paper from Paula Jordan on potential options for external support for governor recruitment, following support at the February meeting for her offer to explore further recruitment options. The paper included an assessment of the DfE programme of support for FE governors through Peridot Partners, alternative, paid-for, recruitment options via Peridot Partners, and other, more traditional headhunting options.
90. The committee noted the discussions with Peridot Partners and the assessment the feedback that the college might struggle to qualify for DfE support at a time when so many other colleges are already in intervention or struggling. Nonetheless, there was the option of applying for support and, if successful, this could potentially also be blended with a paid-for recruitment partnership.
91. Members reviewed the options of applying for the DfE scheme or use of paid for services in light of the discussions about board membership and succession planning under the previous agenda item. It was recognised that there could be a role for head-hunters in increasing diversity of membership and seeking certain skills and experience. However, members were also cognisant of the costs of the commercial offer (over and above the paid-for advertising undertaken in the past).
92. It was suggested to keep the headhunting option on hold at this time, and also noted that, while continuing to use networks and pursue potential leads, it was also right to plan for open competition and encouraging a large pool of candidates, potentially with a bigger campaign at the start of 2024. It was noted that, while unlikely that the college would meet the DfE criteria, to keep open the option to apply depending on how recruitment progressed.

BOARD PERFORMANCE, TRAINING AND DEVELOPMENT

93. The committee had received the report of the HCG providing a progress report on training & development activities and proposals in relation to commission an external board performance review.

Training & Development

94. The committee noted positive progress with this year's training and development priorities and positive feedback received about the Governors' Seminar May. There was one anomaly in the seminar survey results which the committee asked the HCG to follow up with governors.
95. The committee endorsed the Principal's suggestion to bring forward the annual safeguarding training on the new Keeping Children Safe in Education guidance from October to July and to plan for a brief bite training session on apprenticeships delivery at the October Board meeting.
96. The Principal reported discussions with an external champion of diversity in the land-based sector who had been unavailable to lead a session at the May seminar but it was hoped could lead a session at the college in the coming months (either including a seminar or with governors invited to staff session, depending on availability).
97. The committee also noted the update on induction activities.

Link Visits

98. The committee noted progress on arranging Link visits, with a full programme completed in the spring term and a partial programme in the summer term.

99. The committee reviewed and endorsed proposed changes to the policy and procedures for Link visits to give more information about what the visits should cover, including in relation to student experience and outcomes.
100. **Resolved** – that the Board of Governors be recommended to approve the updated policy and procedures for Link visits.
101. Following discussions at the Q&S meeting, the committee endorsed proposals from the Principal and HCG that visits to English & Maths and to Adult provision be added to the Link visit schedule so that governors had more direct contact with these areas and that Safeguarding Lead Governor visits in 2023-24 include a focus on High Needs in term one and Adults in term two.
102. Paula Jordan noted that she had attended the last Safeguarding Lead Governor visit and that she would encourage other governors to take this opportunity in the future.
103. In addition to the Link visits programme, it was noted that governors would be invited to the Employers Thank You event and to the FE Curriculum Area SAR meetings.

External Board Review

104. The HCG introduced the proposals in relation to conduct of an external performance review of the Board during 2023-24, noting the deadline to complete the review by July 2024. Following a review of suppliers, it was proposed to appoint Governance4FE and Fiona Chalk and to conduct the review in the autumn term, reporting to the Seminar/Special Board in January. It was noted that the joining review service by the Education Training Foundation/Institute of Directors (ETF/IoD) was no longer being offered.
105. Paula Jordan reported positive feedback about the proposed reviewer, having been part of a discussion involving her during a governance webinar.
106. **Resolved** – that the Board of Governors be recommended to appoint Governance4FE (Fiona Chalk) to undertake an external performance review at a cost of £5,000 (plus travel expenses) and a provisional timetable of July 2023 to January 2024.
107. It was noted that the HCG would following up with the external review how best to interconnect elements of internal review and external review and align with reporting requirements.
108. The meeting closed at 11:15.

Approved: Governance & Search Committee Meeting 9 November 2023