

CONFIDENTIAL

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
GOVERNANCE & SEARCH COMMITTEE
held on 9 November 2023 at 09:30
at Sparsholt College

¹PRESENT N Hopkins (E, Chair); P Jordan (E); J Milburn (P); N Moody (E).
In attendance: S Willson (Head of Corporate Governance) & A Robertson
(Governance Co-ordinator)

DECLARATION OF INTERESTS

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

MINUTES AND MATTERS ARISING

110. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 26 June 2023 be approved as a correct record.
111. Governor interview (min 62/23): It was noted that Amanda Rowley’s appointment as a governor and member of the Quality & Standards Committee had been confirmed following receipt of satisfactory references, DBS and fit and proper person checks.
112. Training & Development (min 94/23): The Head of Corporate Governance (HCG) explained that she had followed up with governors after what appeared to be an anomaly in the seminar survey results and had not received a response. It was agreed that it was likely that an error had been made and the response should be disregarded.
113. Training & Development (min 96/23): The Principal reported discussions with Flavian Obiero, a pig farmer from Kenyan descent (and former Sparsholt student), who was a champion of diversity in the land-based sector and had been invited to speak to the EDI Group. The Principal had also discussed potential interest in a co-opted member or governor role in the future and it was noted that joining a committee as a co-opted member could be a steppingstone to joining the Board.
114. 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.
115. The committee had received the report of the HCG on Board performance and development activities.

BOARD PERFORMANCE, DEVELOPMENT AND SUPPORT

Performance Review

116. It was noted that, with the committee's endorsement, the process for the internal Board performance review had been adapted to align with the external review process. The report had raised no substantial issues and was considered by the Board at its meeting on 5 October.
117. The Board had agreed a draft Board Effectiveness Action Plan, which would be further reviewed in light of the outcomes of the external review, and delegated authority to the committee to agree the wording of the additional action suggested by a governor in relation to support of co-opted committee members. The committee reviewed the proposed new action and the progress reported against each action.
118. **Resolved** – that the updated Board Effectiveness Action Plan 2023-24 be approved.
119. The committee noted that there was good progress overall with the external board performance review and the review was on track to complete in January as planned. Governors and members of the SLT had been given the opportunity to provide feedback via questionnaires, as well as through one-to-one or group meetings in order to gain a spread of views (including from both male and female governors and staff and student governors). Governors had raised points about the functionality of the online questionnaire and the difficulty of reflecting differences in experience between board and committee meetings in the answers and the HCG would feed these back to the reviewer.
120. The committee discussed the practicalities of individual governor performance and development meetings taking place annually and whether a first-year review, followed by a three yearly review was a reasonable alternative. It was agreed that the committee should await the outcome of the external review before deciding next steps.
121. The committee noted the participation of the Chair, Vice Chair (and Chair of the Quality & Standards Committee) and Chair of Curriculum, Skills & Stakeholders Committee in the Ofsted inspection in October. The feedback about governance had been positive.

Training and development

122. The committee reviewed the training plan for 2023-24 and the activities which had taken place to date and provided positive feedback about the 'brief bite' on apprenticeships and the safeguarding refresher sessions.
123. The committee discussed training and development priorities for the Board as a whole in 2023-24 and subjects for Governors' Seminars, endorsing a session exploring the developing risks and opportunities of AI at the January Seminar. Early planning for the May Seminar included incorporating discussion of key themes related to the review of the three-year strategic plan. Some horizon scanning linked to the outcome of the next General Election was also suggested by a member.
124. It was endorsed incorporating core governance related topics, such as cyber security, counter fraud, data protection, EDI and health & safety in the future training plan.

125. The committee agreed that the ‘brief bite’ format worked well. There was a preference for ‘brief bites’ to be held before the start of a meeting, rather than over lunch, as some governors were unable to stay on due to other commitments. Sessions delivered between meetings were considered to be more effective via Teams with Q&As, than as a pre-recorded video/presentation.
126. To support individual governors’ development, the committee also encouraged attendance at other committee meetings. For example, a member noted the value of having attended an Audit Committee meeting as an observer and recommended this to other governors.
127. The HCG proposed that members of the committee and the Vice Chair(s) of Governors, as the governors most likely to take part in selection panels, complete the safer recruitment online training. This was seen as good practice in the education sector.
128. **Resolved** – that safeguarding recruitment online training be introduced as mandatory for members of the Governance & Search Committee and Vice Chair(s) of Governors.
129. The committee noted progress on arranging Link visits, taking into account some challenges with availability. Link visits were being scheduled to ensure a spread across the different parts of the college over the year.
130. The committee also noted the update on induction activities.

BOARD MEMBERSHIP REVIEW

External governors

131. The committee reviewed an update on Board and committee membership, including current and forthcoming vacancies, the terms of office of Board members, the external governors’ skills audit information, and the Governor Selection and Appointment Policy.
132. The committee agreed that succession planning for the Chair and Vice Chair of Governors was a critical priority, with a preference expressed for reaching the point of having one or more Board members who would be willing and have the necessary skillset for role of Chair rather than recruiting a new Chair externally. The position of Co-Vice Chair had been held in abeyance from March 2023 to enable progress with recruitment and governor development. It was noted that prior education experience was not a necessity, although useful for one of the Chair/ Vice Chair(s) to have.
133. Alongside succession planning for the Chair and Vice Chair(s), the committee agreed the search and selection criteria to prioritise for the next six to twelve months:
 - a) Strong education knowledge and experience (FE and HE)
 - b) Land-based sector (eg farming) knowledge and experience
 - c) IT/ digital/ cybersecurity knowledge and experience
 - d) Links to the wider Andover area and/or military communities
 - e) Professional knowledge of key employment sectors and/or stakeholders linked to the curriculum offer
 - f) Increasing the number of female external governors

- g) Recruiting a governor (or co-opted committee member) from a minority ethnic background

134. The committee also acknowledged the importance of a membership which included key areas of professional knowledge, in particular HR, legal, health and safety, property, and finance/accountancy.
135. The selection criteria took into account turnover of members of committees.
136. Given the full committee system in operation, it was discussed whether the composition of the membership of the Board should be further expanded and agreed to keep this under review.
137. The HCG and Principal provided an update on general search and networking activity which had been ongoing since the summer term. This included contacts which a governor had identified in the land-based sector as having an interest in joining the Board and discussions with a current co-opted committee member.
138. The committee agreed that the HCG finalise a recruitment timetable and arrange to invite applications as soon as feasible, with advertising and promotion through a range of channels and networks in relation to the search priorities identified.
139. The committee noted that a position as a co-opted committee member or engagement with an Industry Curriculum Board were also valuable ways to contribute to the college's decision-making.

Co-opted committee members

140. In relation to co-opted committee members, it was noted that recruiting a successor to the Audit Committee co-optee who was due to complete her term of office on 31 December 2023 was a priority. This post required an accountancy qualification, preferably in a relatively recently practicing finance or auditor position. Contacts would continue to be made via networks and other forms of recruitment considered.

Terms of office

141. The committee noted the procedures set out in the Selection and Appointment Policy in relation to expiry of the term of office of an existing governor and that two governors were due to complete a four-year term of office at the end of April. The February meeting of the committee would assess potential reappointment with reference to the following factors:
 - a) whether the skills and experience of the governor were still required;
 - b) whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board;
 - c) the diversity of representation on the Board in reflection of the community served by the College;
 - d) the governor's contribution and commitment to the Board's work;
 - e) the length of the governor's previous service on the Board.
142. If reappointment was recommended, the procedure was then to consult the governor as to whether they wished to continue. Reappointments were also subject to satisfactory feedback via a survey of other Board members. It was agreed that the HCG

should write to governors in this position, as standard, in advance of the meeting to explain the process and provide the governor with an opportunity to indicate an interest in being considered for reappointment.

143. The committee also asked that the HCG draft a re-appointment proforma which would be used to review the reappointment criteria.

Student Governors

144. The committee noted that the Vice Principals Curriculum have been promoting the vacancies to progressing students and newly enrolled students. Several students from both campuses have expressed an interest.
145. It is proposed that the policy and procedures for selecting student governors be changed in the future from selection and nomination by the Student Council to an application process with an interview for shortlisted candidates. This was becoming more common in the sector and there was positive feedback from other colleges. However, it was noted that these changes would require revisions to the Instrument & Articles and the Governor Selection and Appointment Policy, which could delay the appointment of a student governor. As an interim action, it was proposed introducing an application form with shortlisting by the Principal, Vice Principal and HCG before selection by the Student Council from the shortlisted candidates.
146. **Resolved** – that a Student Governor application form with shortlisting by the Principal, Vice Principal and HCG be introduced, prior to selection by the Student Council from the shortlisted candidates.
147. The committee also discussed requests to consider student governor ‘job shares’ and agreed that a formally appointed post could not be shared but that some sort of ‘deputy/stand in’ arrangement and/or an additional co-opted committee role could be considered.

Staff Governor

148. 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 from among SCS staff members would be sought shortly. Staff governors were able to be reappointed for a second term of office if nominated and successful in a vote (where there was more than one nomination).

GOVERNANCE CODE AND POLICIES

149. The committee considered the report of the HCG on the new AOC Code of Good Governance, the latest edition of Code of Conduct and a review of the Governors’ Expenses Policy.
150. The committee noted that FE colleges were required to adopt one of three governance codes and the Board had previously adopted the current AOC Code of Good Governance and been briefed on the consultation for the new code. Colleges were encouraged to adopt the new code by the start of 2024-25 and had the option to do so sooner. The HCG provided the assurance that the new code was considerably less prescriptive than the current code, for which the committee had received a comprehensive compliance checklist. There were therefore no concerns that the

College would not be able to comply with the new Code. A report on how the college demonstrated the new principles and areas of assurance and good practice would follow to the next meeting.

151. **Resolved** – that the Board of Governors be recommended to adopt the new AOC Code of Good Governance from 1 January 2024.

[Addendum: notification from the AOC Governance team on 29 November 2024 that, in response to feedback from the DfE, the AOC would be making the following changes to the wording in the Code: the second bullet point under Behaviours in Principle 3: Leadership and integrity, currently reading 'Externally appointed governors keep their independence,' updated to 'Governors must remain impartial and act with objectivity.']

152. The committee considered the latest edition of the Code of Conduct for Governors and Co-opted Committee members which had recently been issued by Eversheds Sutherland LLP for use by its college governance subscribers. The 18th edition of the code took into account the introduction of accountability agreements and the ONS decision to reclassify colleges as part of the public sector.
153. It was noted that a final version, including minor changes to the code to reflect the language used in other Board policies and documents, be prepared and presented to the Board.
154. **Resolved** - that the Board of Governors be recommended to adopt the updated Code of Conduct for Governors and Co-opted Committee members.
155. The committee reviewed proposed changes to the Governor's Expenses policy to cross refer to the limits set out in the Financial Regulations, where relevant, and to align with operational processes. There were no significant changes to the scope of the policy.
156. The committee noted the support that governors can receive with child and other care costs when attending governor meetings and noted that this was highlighted in governor recruitment advertisements too encourage diverse applicants.
157. **Resolved** – that the Board of Governors be recommended to approve the updated Governors' Expenses Policy.
158. The meeting closed at 11:15.

Approved: Governance & Search Committee Meeting 7 February 2024