

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
GOVERNANCE & SEARCH COMMITTEE
held on 7 February 2024 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

1. Neil Moody declared an interest in relation to the part of the agenda covering the expiry of his term of office and withdrew from the meeting at this point.

MINUTES AND MATTERS ARISING

2. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 9 November 2023 be approved as a correct record.
3. Training & Development (min 128/23): It was noted that the safeguarding recruitment online training run by the ETF is currently being updated and therefore it is not possible for members of the Governance & Search Committee and Vice Chair of Governors to undertake the training through this route. It is expected that the training will be available at the end of February and the Governance Co-ordinator will continue to monitor this and report back to the committee.

APPOINTMENTS & RECRUITMENT

4. The committee had received the report of the Head of Corporate Governance (HCG) on appointment and recruitment activities.

External governor appointment

5. S Duckering had been appointed from 1 February 2024 as an external governor, as recommended by the committee and approved by Board. It was confirmed that online checks had been completed, one of the two references requested had been received to date and that a DBS had been requested.

Staff governors

6. J Emm had been reappointed for a second and final term of office and the committee welcomed her continuing commitment, noting that there had been no other staff nominations.
7. The HCG noted it was planned to review the selection and appointment policy and procedures for future staff and SCS staff governor appointments, including whether to introduce additional eligibility criteria, such as not being on probation or going through a disciplinary process.

Student governors

8. Two FE student governors had been appointed from 1 February 2024, M Wall (Andover) and J Brant (Sparsholt), by written resolution of the Board and the student governors were expecting to attend Q&S and CSS meetings in February.
9. It was noted that J Orlowski, HE student governor is due to complete her BSc this year and therefore a vacancy for a new HE student governor would arise from July.

Recruitment

10. The HCG updated the committee on the recruitment and awareness raising campaign for new external governors and co-opted committee members. There was a positive level of interest so far from individuals who had responded to the campaign and had relevant experience and follow up actions would take place up to the application deadline of 18 February 2024.
11. The committee discussed a number of options if there was a very strong field of candidates, particularly in key areas of knowledge which had been identified as a priority, including the potential feasibility of expanding the membership of the Board and/or its committees.
12. A member gave the example of the role of associate trustee at another organisation which enabled less experienced individuals to gain experience of the board before potentially moving to a full trustee role. It was noted that some colleges co-opted members to the board, as well as/instead of committees, and this was an option which could be explored if relevant in the future.

Co-opted Committee members

13. The committee noted that the recruitment campaign included seeking a qualified accountant to join the Audit Committee and new co-optees for the two vacancies on the CSS Committee. New role descriptions for co-opted members had been developed.
14. **Resolved** – that the Board of Governors be recommended to approve the (generic) co-opted committee member and the Audit Committee co-opted committee member role descriptions.
15. The committee also discussed the value of expanding the Q&S Committee membership to include a second co-opted member with education experience.

Notification of expiry of terms of office

16. As previously notified, S Morgan's term of office expires on 8 March 2024, creating a vacancy on the CSS Committee, and C Wilson's term of office expires on 10 July 2024, creating vacancies on the Audit and Q&S Committees.
17. It was noted that the terms of office for J Lander and N Moody expire on 30 April 2024 and that, under the Governor Selection and Appointment Policy, a governor's term of office expired automatically unless the committee decided to recommend a further appointment and the Board accepts the recommendation. This was also subject to governor being willing to serve and J Lander and N Moody had expressed a willingness to do so if requested.
18. The committee noted the criteria set out in the policy which it would review as the basis for making a recommendation to the Board in relation to each governor:
 - a) whether the skills and experience of the governor are 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.
19. The committee reaffirmed the key current priorities for the membership of the Board which had been reviewed and confirmed at the previous meeting, following the analysis of skills and experience, succession planning, and the diversity of membership. These pointed to the necessity to consider taking the opportunity to refresh the range of experience available to the Board going forward in line the strategic priorities and opportunities and challenges for the college, and to widening the diversity of representation of the Board.

N Moody withdrew from the meeting and took no part in the decision in relation to his membership of the Board.

20. The committee carefully reviewed the five factors in relation to N Moody, agreeing that his specialist and broader skills and experience were still required and relevant, in particular, as the only lawyer on the Board and that this skillset remained valuable. Examples of his knowledge and contributions to and engagement with the Board's business, including areas such as health & safety and EDI, were also highlighted in discussion.
21. **Resolved** - the committee recommended the reappointment of N Moody for a further four-year term subject to a reappointment feedback survey of Board members.

N Moody rejoined the meeting

22. N Moody was advised of the committee's resolution.
23. The committee carefully reviewed the five factors in relation to J Lander, recognising his financial and banking knowledge and the contributions he had made in these areas especially. The committee also took into account the financial knowledge of other current governors and the priority which had been identified for having a qualified accountant (preferably a current finance or audit practitioner) on the Board in line with sector best practice and discussed the wider context.
24. Taking its review of all of the factors into account, in particular the imperative of refreshing the membership of the Board at this time by bringing in new governors who met the priorities identified in terms of skills, knowledge and diversity, the committee decided not to recommend the reappointment of J Lander. The committee noted that the HCG would advise J Lander of the decision in line with the policy and procedures and looked forward to an opportunity for the Board to express its gratitude to J Lander for his service at the March Board meeting.

Succession planning

25. The committee noted the list of key succession planning priorities for the Board and its committees and discussed the recommendation of the external board review to implement a formal succession plan for the Board. Members agreed this would enhance and help to drive forward reviews of succession planning priorities and actions. This would include capturing discussions with individual governors as to potential future interested in key roles,

and ensuring support and development was in place, as relevant. A member offered her support and assistance with developing the plan.

26. **Resolved** - the committee endorsed developing a formal succession plan, with a first iteration to be reviewed at the May meeting.

BOARD PERFORMANCE, DEVELOPMENT & SUPPORT

27. The committee had received the progress report of the HCG on Board performance and development activities.

Board performance – external board review

28. Following consideration of the external board reviewer's report and recommendations at the January Governors' Seminar, the committee noted the summary of feedback from the breakout group discussions and an initial mapping of the priority recommendations identified with the existing Board Effectiveness Action Plan. The HCG advised that further work will be undertaken to develop and prioritise specific actions, extending the plan from one to three years, and that this would be shared with the full Board when available.
29. The committee noted the additional information and assurance reported in relation to follow up questions which governors had raised at the Seminar about the external reviewer's report in relation to best practice advice to have a qualified accountant on the Board and to 'reserved matters' for the college in relation to its subsidiary companies. It was confirmed that the college was not failing to comply with any external statutory requirements.
30. It was noted that the HCG would provide feedback on the external board review process to the reviewer, informed by feedback from governors.

Governors' training, development & Link visits

31. The committee noted the report on the training plan for 2023-24, Link visits and activities planned to take place this term and was satisfied with the progress outlined.
32. The committee noted that the feedback received from governors on the January Seminar was largely positive, particularly in relation to the AI session and speakers. The use of a generative governance 'one minute essay' exercise had generated some useful additional feedback from the Seminar attendees. It was acknowledged, however, that it would have been helpful to have more time for the external board review breakout out group discussions and feedback.

Governance code and policies

33. Following the adoption by the Board of Governors of the new AOC Code of Good Governance from 1 January 2024, the committee noted that the HCG is working on a review to report how the college meets the AOC Code of Good Governance new principles and to inform consideration of how to use the code going forward.
34. The meeting closed at 11:15.

Approved: Governance & Search Committee Meeting 9 May 2024