

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
GOVERNANCE & SEARCH COMMITTEE
held on 9 May 2024 at 09:30
at Sparsholt College

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

In attendance: S Willson (Head of Corporate Governance)
 A Robertson (Governance Co-ordinator)

APOLOGIES

34. Apologies were received from N Moody who had provided feedback on the papers by email in advance of the meeting.

DECLARATION OF INTERESTS

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

MINUTES AND MATTERS ARISING

36. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 7 February 2024 be approved as a correct record.

37. External governor appointment (5/24): S Duckering’s references had been received and the Disclosure and Barring Service certificate issued.

38. Notification of expiry of terms of office (min 17/24): It was noted that the term of office for J Lander and his appointment as director of Westley Enterprises Limited had expired on 30 April 2024. The Head of Corporate Governance (HCG) confirmed that she had notified Companies House (*see min 65/24*).

39. There were no other matters arising not covered elsewhere on the agenda.

SUCCESSION PLAN

40. The committee had received and reviewed the report of the HCG and Governance Co-ordinator on the proposed introduction of a formal succession plan, setting out risks and corresponding actions for key positions, committee membership, individual governor and co-opted committee members. This was an action arising from the External Board Review to enhance current practices and provide a means of regular input and oversight by the committee.

41. The committee welcomed the proposed approach and endorsed the proposed risk priority scoring and methodology. It was agreed to add a key to the colour coding and action timescales.

42. The HCG proposed a document to summarise the Board’s approach to succession planning and outlined the areas this would cover. This would also highlight links to existing policies and procedures (Selection & Appointment Policy, Succession & Appointment Procedures for

the Chair & Vice Chair(s), Board Performance Review Policy, Training, Development & Link Visits Policy).

43. **Resolved** – that the formal succession ‘risk and action’ plan be approved, with the updates agreed (minute 41/24), and that the approach to be set out in a document to be presented to the Board for approval in due course.
44. The succession planning risks and actions were discussed under the following agenda item.

BOARD & COMMITTEE MEMBERSHIP

External governor appointments

45. The committee had received and reviewed the report of the HCG on Board and committee membership matters.
46. The committee noted the appointment of four new external governors – F Obiero, N Shorter and N Wall from 1 May 2024 and J Loretto from 11 July - It was confirmed that all references had been received, online due diligence checks completed, and DBS applications were being made. It was expected that the new governors would attend the Special Board and Seminar on 16 May 2024.
47. The committee were made aware that approval to a variation to the written resolutions was being sought at the Board of Governors meeting on 16 May 2024 to confirm N Wall’s appointment to the Audit Committee on 11 July, when C Wilson completes his term of office.

Skills Analysis & Diversity of Membership

48. The committee noted the recruitment campaign had been successful in appointing governors with the priority skills of land-based knowledge and digital technology, and in increasing the diversity of the Board’s membership. This also responded to the External Board Reviewer’s recommendation that ‘any new recruitment should consider the need for members with IT skills to support the college’s ambitions on innovation’, based on feedback from governors and the SLT.
49. To support diversity of skills and experience and recognising the varying external commitments of governors, it was agreed that attendance at meetings and the timing of meetings be kept under review.
50. The committee noted, as identified in the succession plan, that recruitment of another experienced educationalist remained a priority. It was also noted that there had been insufficient vacancies available to appoint the candidates with an accountancy qualification but that one had agreed to join the Audit Committee as a co-opted member. In relation to other future skills considerations, as part of the SLT’s review of the strategic plan, HE academic experience and knowledge of the construction sector had been identified as relevant.

Chairs and Vice Chair(s)

51. The committee reviewed the succession planning actions for the offices of Chair and Vice Chair, taking into account feedback received from governors, including from the Chair’s email seeking expressions of interest (prior to the new governors being appointed), and options for seeking internal nominations and recruiting externally.
52. The HCG reported feedback from a college currently seeking to recruit a chair externally with the support of recruitment agencies and the committee discussed a range of considerations

in relation to recruiting externally, including the possible routes for attracting candidates with experience in FE.

53. The committee agreed the current preference was to seek a successor Chair from within the Board and discussed potential constraints to members putting themselves forward and agreed actions to support members to consider the office of Chair, recognising that the turnover of members was also a factor.
54. The Chair indicated that he would be willing to continue in office for a period beyond July 2025 if the delay to an appointment of a new Chair assisted with agreeing a suitable internal nominee, or failing that, recruiting a new Chair externally. This was welcomed by the committee as an option to consider if required.
55. The committee agreed the merits of continuing to appoint two Co-Vice Chairs and discussed actions in relation to the vacancy which had been held in abeyance since March 2023 and a second vacancy arising in July.
56. The HCG reported that A Rowley had confirmed that she would be willing to be appointed Co-Vice Chair from July, although she was not expressing an interest in becoming Chair. No other expressions of interest for Vice Chair had been made, although newly appointed members had not yet been consulted.
57. The committee endorsed recommending A Rowley for appointment as Vice Chair from July and seeking a Co-Vice Chair to be appointed during 2024/25, potentially with a view to office holder considering the role of Chair in the future.
58. **Resolved** – that the Board of Governors be recommended to appoint A Rowley as Vice Chair of Governors from 11 July 2024.
59. The committee agreed to highlight succession planning for Chair and Co-Vice Chair at the July Board meeting and to offer further information and a discussion to any governors who wished to explore this further.
60. The committee noted that progress with succession planning actions would be reviewed at its next meeting, with the intention that decisions would be needed by the end of 2024 as to whether to seek to recruit externally and to agree a timetable. Contingency planning for recruiting externally would continue in the meantime.

Student Governor

61. It was noted that the HE Student Governor would graduate this summer and would step down from her role as student governor. The Vice Principal and Dean of HE is working with the HCG to promote the role to HE students and it is hoped an appointment can be made at the October Board meeting.

Lead Governors

62. The committee discussed the vacancy arising for a Safeguarding Lead Governor, when Chris Wilson steps down as a governor on 10 July 2024, and noted the statutory requirement for the Board to nominate a safeguarding lead governor. Although safeguarding in education experience was not a prerequisite for the role and training support was available, the committee agreed that prior experience brought added value. A Rowley had been approached and confirmed that she would be prepared to be appointed to this role for a year

while longer term options regarding the Safeguarding and SEND lead governor roles were considered.

63. It was agreed that C Wilson be approached about taking on a short-term transitional safeguarding support role, linked to his Q&S co-opted member role from September, to support A Rowley initially. The HCG undertook to consult the two governors and confirm prior to the July Board meeting.

[Addendum: subsequent to the meeting, C Wilson confirmed his willingness and A Rowley welcomed this.]

64. The committee proposed that governors be invited to shadow A Rowley in her SEND role, with a view to potentially taking on this lead role during 2024-25 given A Rowley's other roles.
65. **Resolved** – that the Board of Governors be recommended to appoint A Rowley as Safeguarding Lead Governor from 11 July 2024 and for 2024-25.

Co-opted Committee members

66. The committee noted the appointment of three new co-opted committee members – S Thompson (CSS) from 1 May 2024, G Baker and C Wilson (Q&S) from 1 September 2024.
67. The HCG advised that two of the applicants to join the Board, whom the committee had considered appointable as governors if there had been sufficient vacancies, had accepted the committee's invitation to join the relevant committee as a co-opted member subject to Board approval.
68. **Resolved**- that the Board of Governors be recommended to appoint:
- R Sharpe as a co-opted member of the Audit Committee from 1 June 2024 for a term of office of four years.
 - D Rees as a co-opted member of the CSS committee from 17 May 2024 for a term of office of two years.
69. The committee discussed the potential route of co-opted committee members joining the Board in the future if suitable vacancies arose.

Committee Chairs

70. 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.
71. The committee reviewed each of the committees in turn and noted that its recommendations were subject to the HCG consulting the governors involved to seek their agreement to the appointments.
72. **Resolved** – that the Board of Governors be recommended to appoint:
- a) G Davies as chair of the Audit Committee for 2024-25
 - b) T Floyd as chair of the Curriculum, Skills & Stakeholders Committee for 2024-25
 - c) A Rowley as chair of the Quality & Standards Committee for 2024-25

[Addendum: G Davies, T Floyd, and A Rowley were consulted and agreed their willingness to the recommended appointments.]

73. The committee noted that P Jordan had already been appointed Chair of the Remuneration Committee for 2024-25.
74. The committee discussed a number of succession planning actions in relation to the future chairing of committees.

Subsidiary Company Directors

75. The committee noted the vacancy which had arisen for a governor on the Westley Enterprises Ltd board of directors. The Westley board was made up of five directors – the Principal, one executive (currently the Deputy Principal), one governor, and two external non-executive directors – and oversaw the activities of the company through an annual board meeting which signed off the accounts and reviewed the forward business forecast. The time commitment was minimal.
76. It was agreed that the vacancy be reported to the Board via the committee’s minutes and the HCG undertook to then circulate information about the company and seek a volunteer to fulfil the role with the aim of making an appointment at the next Westley Board meeting (26 November 2024).

College President

77. The committee noted that the four year term of office of the College President, HM Lord-Lieutenant Nigel Atkinson, was due to end in October and discussed the option of seeking a reappointment for a further term of office.
78. The committee noted that the post holder had fully met the requirements of the honorary role and was supportive of re-appointing HM Lord-Lieutenant Nigel Atkinson for a further term, should he wish to continue. It was agreed that the HCG should make contact to ask if he would be willing to serve a further term.
79. The committee reviewed and endorsed the proposed minor updates to the College President role description.
80. **Resolved** – that the Board of Governors be recommended to approve the updates to the College President role description and to appoint HM Lord-Lieutenant Nigel Atkinson for a second term of office of four years from 24 October 2024, subject to confirmation from the Lord-Lieutenant.

[Addendum: HM Lord-Lieutenant confirmed his willingness to be reappointed and that he was content with the proposed updates to the role description.]

BOARD PERFORMANCE, DEVELOPMENT & SUPPORT

Governors’ training, development & Link visits

81. The committee had received and reviewed the report of the HCG on progress with the training plan and related activities, including onboarding of new appointees, and board performance and development.
82. Key training activities delivered in the Spring term had included the Governors’ Seminar sessions on generative AI and a cybersecurity briefing for the Audit Committee.
83. The new College Financial Handbook had been circulated to governors on publication and the committee agreed that all governors should be aware of the handbook by the implementation date of 01 August 2024. The HCG confirmed that a report on compliance with the handbook

would be presented to the Audit Committee and Resources Committee this term and that the handbook would then also be recirculated to other governors before the July Board meeting.

84. In relation to the onboarding of the new governors, the committee endorsed the approach of arranging to buddy new governors with longer standing governors where this was helpful to the new governor.
85. The committee noted the progress to date this year on arranging Link visits for governors, with governors now having the option to pair up for visits to make more efficient use of time and benefit from collective and wider discussion points. The committee endorsed the value of the Link visit programme in supporting governors to gain a wider knowledge of the college and direct contact with students and staff. It was expected that governors would aim to attend one visit per term and the Governance Co-ordinator would continue to liaise with governors to arrange this.
86. The HCG noted that an EDI Link visit had not yet been arranged this year and that it was proposed to time this to enable a discussion with some governors about the new College Group EDI Policy and action plan ahead of these being presented at the October Board meeting.

Board performance

87. The committee noted overall good progress with delivering the actions set out in the board effectiveness action plan in the Autumn term.
88. Following discussion of the External Board Review recommendations at the January Governors' Seminar and feedback from the discussions at the previous meeting of the committee, it was noted that, where there had been general consensus supporting the recommendations, these were being progressed and informing Board operations.
89. The recommendations prioritised at the Seminar had been incorporated into the board effectiveness action plan, with some further work required to develop detailed actions and timescales. An update of the plan would be presented to the Board to endorse the approach to taking forward the recommendations and inform the next annual internal board review.
90. The HCG consulted the committee on planning for the annual internal board review and it was agreed that this should take place as normal after the end of the current year and report to the October Board meeting. It was also noted that the External Board Reviewer was expected to undertake a follow up discussion of progress in Spring 2025 as part of her review service.
91. The HCG advised the committee of the forthcoming planning meeting with the colleges' internal auditors, RSM, on the internal audit programme for 2024/25. There were no governance areas identified by the committee to propose for internal audit.
92. The meeting closed at 11:15.

Approved: Governance & Search Committee Meeting 15 November 2024