

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
GOVERNANCE & SEARCH COMMITTEE
held on 15 November 2024 at 09:30
at the Sparsholt Campus

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

93. There were no interests to declare. It was confirmed that the Chair would step out of the meeting if required by the committee for the consideration of his term of office.

MINUTES AND MATTERS ARISING

94. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 9 May 2024 be approved as a correct record.
95. Succession plan (min 43/24): the development of a policy statement to accompany the succession 'risk and action' plan would be considered alongside a review of the Governors Selection and Appointment Policy.
96. External governor appointments (46/24): the DBS documents for N Shorter, N Wall, and J Loretto had been received and verified. F Obiero's DBS certificate had been issued and would be verified when the document was received by the college.
97. Lead Governors (min 65/24): A Rowley had been appointed Safeguarding Lead Governor and undertaken safeguarding training ahead of her first Safeguarding Link visit in September. A Rowley had also been reappointed as SEND Lead Governor.
98. Governor's training, development & Link visits (min 86/24): An EDI Link visit was not organised this term as a number of governors had instead taken part in a session on EDI in the FE sector with the AOC. It was agreed to organise a Link visit in spring/early summer to consider progress on the new EDI action plan at the mid-year point.
99. 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 AND COMMITTEE MEMBERSHIP

100. The committee had received the report of the Head of Corporate Governance (HCG) on Board and committee membership, together with the latest update to the succession plan and information about Chair of Governors recruitment.

Co-Vice Chairs

101. It was noted that approval was being sought by written resolution of the Board to appoint N Shorter as Co-Vice Chair from 20 November 2024. The Co-Vice Chair appointments were not contingent on the Co-Vice Chair succeeding to the role of Chair of Governors.

102. The committee discussed the current 'seniority' arrangement for the Co-Vice Chairs which is set out in the current role description. The arrangement was intended to mitigate the risks arising from a conflict of opinion/approach in circumstances when the Chair was unable to fulfil his duties. Committee members confirmed that they were content for this arrangement to continue, and the HCG undertook to consult and confirm with the Co-Vice Chairs.

Student Governors

103. The committee noted that approval was being sought by written resolution of the Board to appoint X Ferreira-Pike, a third year BSc Zoo Biology student, as the new HE Student Governor and a member of the Quality & Standards Committee from 20 November 2024.
104. Recruitment for a new FE Student Governor (Sparsholt) was ongoing,

Succession Planning

105. The committee reviewed the succession plan in detail, placing particular emphasis on the upcoming 18 months. It was observed that there were potentially four term expirations during this period, including two members who would complete a second term and the Chair, who would complete a third term. The committee acknowledged the calibre of the members and their contributions to the governance of the college. It was noted that a recommendation by the committee to reappoint for a second term was subject to review of the criteria in the Selection and Appointment Policy and appointments for a third term of office required exceptional circumstances to be identified.
106. The committee also noted that the scope of the college's operations and the Board's responsibilities demanded a broad range of skills/knowledge, as well as individuals with sufficient available time. The current committee structure, for example, was supported by several governors being members of more than one committee, as well as by the addition of co-opted members.
107. In order to support the Board's operations and to expand the opportunity for recruiting new governors, the committee discussed the option of increasing the number of external members by one more to 14, bringing the total membership to 20 which was the maximum in the Instrument & Articles. Legally, the Board could resolve to amend this limit upwards, however members concurred that there were also potential disadvantages in having a larger Board.
108. The committee agreed to keep under review whether to recommend expanding the number of external members if this was advantageous in terms of recruiting governors to fulfil key vacancies and skills priorities, and to support succession planning for the Chair of Governors.
109. The committee confirmed that identifying a successor for the current Chair was a priority and that the strong preference was to appoint a suitable successor from within the Board. It was therefore agreed that it would be beneficial to extend the term of office of the Chair of Governors in order to revisit in a year's time if there are any members who are then in a position to step up to Chair and also to recruit new members to expand the pool of potential successors.
110. N Hopkins confirmed that he was willing to continue as Chair of Governors while a successor was confirmed, as this represented exceptional circumstances for a further term of office, while recognising that it was not good practice to retain chairs for excessive periods.

111. The other committee members welcomed this offer and agreed that it would be in the interests of the college to extend the Chair's term of office for a year initially, with potentially a further extension to be considered in a year's time if necessary.
112. **Resolved** – that the Board of Governors be recommended to reappoint N Hopkins as a member of the Board and Chair of Governors from 11 July 2025 for a one-year term of office.
113. The committee discussed the option of seeking to recruit a new governor as Chair Designate with the expectation that the governor would take up the office of Chair after a period of gaining experience on the Board. Committee members were cautious about this approach and the HCG undertook to explore the potential of making an appointment where progression to Chair would be subject to a formal review and confirmation process in order to mitigate the potential risks associated with an external Chair appointment.
114. The committee noted the time commitment analysis of the responsibilities of Chair commenced by the HCG which would be used to assess whether there were options for reducing/flexing the time required and to facilitate discussions with Board members about their capacity to take on the office of Chair.
115. The committee reviewed the turnover of governors and succession plan actions, including the emerging key skills/knowledge gaps, noting that additional education expertise, finance/accountancy and certain industry/sector knowledge (such as construction) were priorities, alongside chairing experience, as vacancies arose.
116. The HCG was asked to consult with individual members about the committee's considerations and succession plan actions to inform recommendations about reappointments and a recruitment campaign in the spring/summer.
117. The HCG updated the committee on research into recruitment consultants to assist with the recruitment of new governors (and potentially a new Chair). Although the college had been successful previously in recruiting high calibre governors without the cost of engaging recruitment consultants, the committee agreed that the current succession planning priorities justified considering using additional resource to ensure all possibilities were covered. The college would also continue to seek potential candidates via its networks and communication activities.
118. **Resolved** – that a recruitment campaign be launched in the spring term and that proposals be sought from at least three suitable recruitment agencies and a recommendation presented to the committee for agreement.
119. The committee considered succession planning for the SEND Lead Governor role, noting that this also linked to considerations regarding turnover of governors and outcomes from the recruitment exercise. In the meantime, the HCG undertook to circulate more information to Board members about the role, with an invitation to join A Rowley on SEND visits.
120. The committee reviewed the vacancy for a co-opted member of the Audit Committee and noted that it w103/24)as a priority to fulfil this role. The Principal and HCG undertook to explore whether there were individuals with suitable skills within the college's network of stakeholders who would be prepared to support the college by joining the Audit Committee. The post would also be advertised as part of the recruitment campaign.
121. The committee noted the vacancy for a governor on the Westley Enterprises Limited Board of Directors. The HCG undertook to prepare a role description and communicate the vacancy

to external governors with assurance about the low time commitment (one meeting per year) and governance arrangements in place.

BOARD PERFORMANCE, DEVELOPMENT AND SUPPORT

Training and development

122. The committee reviewed the training plan for 2024-25 and activities which had taken place since the last meeting of the committee.
123. The committee discussed training and development priorities for the Board and subjects for Governors' Seminars, endorsing sessions on sustainability and Maths and English at the January Seminar. Early planning for the May Seminar included site security as a session, following on from the new security policy and the scenario planning undertaken by the SLT. A range of topics had been identified for 'Brief Bites' and the HCG and Governance Co-ordinator would seek to schedule a half-termly online session going forward.
124. The committee noted progress delivering the programme of Link visits and onboarding of new governors and the HCG acknowledge the work of the Governance Co-ordinator in supporting these activities.
125. It was noted that A Rowley's first year review would take place in early December, informed by the feedback survey which had been completed by other governors.
126. Governors had provided feedback about their individual performance and development survey as part of the Board's annual performance review and the HCG was following up any actions arising.

Board Effectiveness Action Plan

127. The committee reviewed the progress report on the Board effectiveness action plan 2024-25 and were assured by the progress made to date.
128. It was noted that the external board reviewer had confirmed the summary of the report on the external board review to be included (and published) in the college's Annual Report & Financial Statements to comply with DfE requirements.

AoC Code of Governance review

129. The committee reviewed the interim compliance report (principles one to four) of the AoC Code of Governance which had been reviewed by the HCG to identify examples of good practice and any actions to address gaps or further enhance governance. A second report (principles five to six) would follow to the next meeting. It was noted that the DfE/ESFA funding conditions required colleges to comply with one of three governance codes and the Board had adopted the AoC code.
130. Since the code had been adopted in January, it had been implemented by the HCG operationally to inform the annual reviews of committee terms of reference, business plans, policies and practices to ensure alignment with the recommended practices. This work had also informed the Board's annual performance review in September/October.
131. The committee noted that there was a clear alignment of the Board's behaviour and practices with the code's recommended approaches to fulfilling the principles of good governance and achieving the desired outcomes. The committee endorsed the actions identified and noted

that these were included in the Board effectiveness action plan or related to wider planned governance/SLT actions.

132. **Resolved** – that the Board of Governors be assured that the interim review had confirmed a high degree of alignment of the Board’s behaviours and practices with principles one to four of the code and no compliance concerns had been identified at this point.
133. The committee noted that the code provided a valuable reference framework to underpin the Board’s operations and ongoing performance and development activities.

SCHEME OF DELEGATION

134. The committee noted that the Board’s Scheme of Delegation had been updated by the HCG and republished to include reference to the College Financial Handbook and updates to policy titles and the revised terms of reference of committees approved by the Board in the last year. The committee was satisfied that there were no changes to existing authorities and that therefore Board approval of latest version of the scheme was not required.
135. The meeting closed at 11:15.

Approved: Governance & Search Committee Meeting 12 February 2025