

**SPARSHOLT COLLEGE HAMPSHIRE**  
**MINUTES OF THE MEETING OF THE**  
**GOVERNANCE & SEARCH COMMITTEE**  
**held on 12 February 2025 at 09:30**  
**via online videoconference**

**<sup>1</sup>PRESENT**                    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. There were no interests to declare.

**MINUTES AND MATTERS ARISING**

2. **Resolved** – that the minutes of the Governance & Search Committee meeting held on 15 November 2024 be approved as a correct record with one minor revision to minute 105/24.
3. External governor appointments (96/24): the DBS document for F Obiero had been received and verified.
4. 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.

**APPOINTMENTS & RECRUITMENT**

5. The committee had received and reviewed the report of the Head of Corporate Governance (HCG) on Board and committee membership, succession planning and recruitment actions.  
Student governors
6. The committee noted that recruitment efforts continued for the FE Student Governor vacancy on the Sparsholt campus and that the current HE Student Governor and FE Student Governor (Andover) are due to complete their studies and terms of office in June.

Co-Vice Chairs

7. The committee noted that the two Co-Vice Chairs are in place, N Shorter having been appointed by written resolution on 20 November 2024. The Vice Chairs were consulted on the ‘seniority’ arrangement set out in the job description and have confirmed that they are content to continue with this arrangement.

Lead Governors

8. It was confirmed that A Rowley would continue as the SEND Lead Governor while the Assistant Principal Student Experience is on a phased return to work from medical leave. The committee asked that their best wishes be conveyed to the Assistant Principal Student Experience. Other governors will continue to be invited to accompany A Rowley during her

Link visits, and a potential replacement will be sought either from current governors or through future recruitment efforts.

### Succession Planning

9. The committee reviewed the membership review and succession planning actions and updates in relation to governors reaching the ends of their terms of office in the next 12-18 months.
10. All reappointments are subject to the Board's Selection and Appointments Policy which sets out that a governor's term will expire automatically unless recommended and approved for a further term and that governors should not serve for more than two terms of four years unless exceptional reasons are identified. The recommendation for reappointment is based on:
  - 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.
11. Further to consideration of these criteria at the previous meeting in relation to G Davies, the HCG had consulted G Davies who had confirmed his preparedness to continue for a further (second) term of office and to continue as Audit Chair for a further year.
12. **Resolved** – that a reappointment survey of Board members be conducted for G Davies with a view to making a recommendation to the Board of Governors to reappoint G Davies as a member of the Board of Governors for a term of four years from 1 September 2025.  
*(Additional note following the meeting: a reappointment survey was conducted in March. Of the 13 members of the Board who completed the survey, all provided positive feedback.)*
13. The committee noted that T Floyd's second term of office expires on 8 July 2025 and A Neal's second term of office expires on 13 December 2025. The committee discussed both governors' membership of the Board, recognising the valued contributions that each made and their areas of knowledge. After careful consideration, the committee endorsed adhering to the policy of refreshing and renewing membership following the completion of two terms of office, particularly in the context of the succession planning priorities identified. The committee agreed that recruitment activities would therefore be planned based on T Floyd completing his term of office in July and A Neal in December.
14. The HCG provided an update on succession planning actions in consultation with T Floyd in preparation for him stepping down as CSS Chair, confirming that N Shorter had confirmed he would be willing to join the CSS Committee and be considered for the position of CSS Chair. N Shorter attended CSS in October 2024 and is due to attend the February and May 2025 meetings.
15. The committee welcomed N Shorter's preparedness to take on this additional area of responsibility, noting that N Shorter's current industry experience was particularly relevant

for the committee. The committee was also assured that measures were in place to manage any potential conflicts of interest arising.

16. **Resolved** – that the Board of Governors be recommended to appoint N Shorter as a member and Chair of the Curriculum, Skills & Stakeholders Committee from 8 July 2025 for 2025-26.
17. The committee reviewed the membership of CSS from 2025-26 and agreed the value of inviting T Floyd to be appointed a co-opted member in the short-term to provide continuity of knowledge given that most of the members had less than a year's experience on the committee, subject to the agreement of T Floyd and N Shorter.
18. The HCG undertook to share the committee's considerations with T Floyd and N Shorter and to confirm the outcome.

*(Additional note following the meeting: T Floyd and N Shorter having been consulted and having confirmed their willingness, the Board of Governors will be invited to approve the appointment of T Floyd as co-opted member of the Curriculum, Skills & Stakeholders Committee from 1 September 2025 for a term of office of one year.)*

19. In relation to recruitment priorities, the committee reconfirmed that identifying a future Chair of Governors was an imperative, with the committee's preference being an appointment from within the Board (a current member or new governor appointee) if feasible. Alongside this, the committee also confirmed that recruiting a governor from the education sector remained a priority, with a preference for an individual with Further Education experience. As previously noted, it was not, however, necessary for the Chair to have education experience and there were other areas of the Board's operations where this experience would be beneficial.
20. The committee reviewed the recruitment priorities in relation to other areas of skills and knowledge, and the diversity of Board members, concluding that bring in a new governor with appropriate finance (an accountancy qualification) experience would be desirable, although also recognising the high standard and clarity of financial reporting from the CFO. The committee agreed that, in the first instance, the HCG consult a committee co-opted member to ascertain his interested in joining the Board.
21. The committee also reviewed other skills priorities, including an action arising from the January Governors' Seminar to consider sustainability as a key area of knowledge. Members noted the breadth of areas of professional experience relevant to sustainability, including those with an estates, land-based or education background. It was agreed to take this into account when finalising recruitment plans, recognising that there were limited vacancies arising and that co-option to a committee was also a potential option.
22. To inform the search for a new Chair of Governors, the committee agreed that individual governors be invited to meet with the Chair and the HCG to share their views.

### Recruitment services

23. The committee reviewed the proposals invited from three recruitment consultants (AoC Recruitment, Nurole, and Peridot) in relation to recruiting a Chair and/or new governors, together with findings of a survey conducted among FE college governance professionals regarding the use of recruitment consultancies within the sector. It was noted that all the consultants would run a separate targeted campaign for the position of Chair of Governors in order to identify and attract suitable candidates.

24. The committee agreed to proceed with the agreed internal succession planning and recruitment actions in the first instance and put on hold a decision about whether to engage a recruitment consultancy pending the outcome of these.

#### Subsidiary company directors

25. The committee received the role profile for a director of Westley Enterprises Limited and were informed that three governors were prepared to be considered for the role following the HCG's email inviting volunteers for the vacancy (ringfenced for a governor) on the Westley board.
26. The committee noted that all governors have relevant skills and experience and therefore it was agreed that the governor who was first to volunteer would be nominated for appointment.
27. **Resolved** – the Board of Governors be recommended to approve the nomination of N Wall to fill the vacancy (for a governor) on the Westley Enterprises Limited board of directors.
28. The committee noted that a vacancy will arise in December for a governor to be appointed as a director of Sparsholt College Services Limited. Volunteers will be sought nearer the time.

#### **BOARD PERFORMANCE, DEVELOPMENT & SUPPORT**

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

#### Governors' training, development & Link visits

30. The committee noted the report on the training plan for 2024-25, Link visits and activities planned to take place this term and was satisfied with the progress outlined and the priorities for the remainder of the year.
31. The committee noted that the feedback received from governors on the January Seminar was largely positive with a range of proposed actions arising from the break-out discussions and digital one-minute essays shared with the SLT.

#### Board performance and AOC Code of Governance

32. The committee received and considered the progress report on the Board effectiveness action plan for 2024-25 and noted that some of the actions also linked to the review of the AOC Code of Good Governance (the code).
33. The committee considered the second report on the detailed review of how the college meets the code's principals and recommended practices, having reviewed an interim report at its previous meeting. It was noted that compliance with the code is a funding condition and that an internal audit of governance focused on the code would take place in May and report to the Audit Committee to provide independent assurance and identify any actions to strengthen compliance or opportunities for enhancements.
34. The committee endorsed a number of actions identified by the review to further enhance processes or address gaps, noting that some of these actions are already included in the Board's performance development plan.
35. In discussion, a number of additions to the review were also identified which the HCG undertook to record:
  - Principles 1 & 2: EDI - Add reference to relevant stakeholder engagement (Hampshire County Council SEND employability hubs). Add evidence of Armed Forces Employer

Recognition Scheme (Bronze) and Celebrating Forces Families award (finalist) as examples of external accreditation and change RAG ratings to green.

- Principle 1: Sustainability – Amend to record that management is considering the benefits of seeking ISO 14001 environmental management accreditation.
- Principle 4: Stakeholder interests – Add reference to assurance provided by the Accountability Statement & Local Needs Duty review and the Ofsted skills judgement.
- Principle 5: Regulatory obligations – Add reference to the Economic Crime & Transparency Act (prevention of fraud). Add an action to develop and monitor a register of OfS regulatory compliance conditions (by 31 August 2025).

36. **Resolved** – that the committee was satisfied to report to the Board that there are relevant processes and systems in place to demonstrate alignment with the Code’s recommended behaviours, practices and mechanisms for assurance which underpin each Code principle and therefore to demonstrate overall compliance with the Code.

### **CORPORATE MEETINGS CALENDAR**

37. The committee had received for review and feedback the draft corporate meetings calendar for 2025-26 and noted the planning considerations.
38. The committee discussed the advantages and disadvantages of scheduling meetings in person versus online. Members endorsed the value of in-person discussions and supported the continuation of in-person meetings as the norm, with some flexibility to hold smaller committee and other meetings online from time to time in consultation with the relevant chair. Hybrid attendance would continue to be facilitated in exceptional circumstances to enable attendance but was less optimum in terms of benefiting from the remote attendee’s input.
39. The committee also discussed and endorsed retaining the same start times for Board and committee meetings, acknowledging that there were both potential advantages and disadvantages to scheduling evening meetings and that the current system generally worked well.
40. The HCG noted that the committee chairs would be consulted on the draft corporate meetings calendar for 2025-26 and the dates would then be circulated to all governors.
41. The meeting closed at 11:10.

***Approved: Governance & Search Committee Meeting 13 May 2025***