SPARSHOLT COLLEGE HAMPSHIRE

MINUTES OF THE MEETING OF THE GOVERNANCE & SEARCH COMMITTEE

held on 12 February 2026 at 15:00 via online videoconference

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

MEMBERSHIP AND APOLOGIES

1. No apologies were received.

2. It was noted that A Rowley's appointment to the committee for the remainder of this academic year was made under Chair's approval following the vacancy that had arisen. The Chair thanked A Rowley for agreeing to support the work of the committee during this period.

DECLARATION OF INTERESTS

3. It was confirmed that P Jordan would withdraw if required for the consideration of her term of office. Members did not take part in resolutions relating to themselves.

MINUTES AND MATTERS ARISING

4. **Resolved** – the minutes of the Governance & Search Committee meeting held on 6 November 2025 were approved as a correct record.

5. There were no matter arising from the November minutes not covered elsewhere on the agenda.

6. The committee received the notes of the selection panel meeting held on 3 December 2025.

7. It was confirmed that reference checks had been completed for all five new external governors and that online checks were also satisfactory. Enhanced DBS checks were in progress with interim safeguards in place for any governor visiting campus before completion.

8. Following the recent shift from Standard to Enhanced DBS checks for external governor appointments, the committee discussed applying the new requirement retrospectively to all external governors in order to evidence the same level of assurance.

9. **Resolved** – to recommend to the Board that the new policy for Enhanced DBS checks apply to all external governors retrospectively and to agree the timescale for implementation.

BOARD AND COMMITTEE MEMBERSHIP

10. The committee received and reviewed the HCG's report on Board and committee membership, succession planning and recruitment, including diversity data and skills analysis.

Chair of Governors

11. The committee considered the latest position in relation to succession planning for the role of Chair of Governors, noting the Chair's intention to step down in July 2026 subject to the successful appointment of a successor.

12. The committee reviewed the outcomes of the previous consultation with Board members and agreed that further engagement should take place with those governors who had previously indicated openness to considering the role, as well as briefing new governors.

13. The Chair confirmed his willingness, if absolutely necessary, to extend his term for a short period to support a smooth transition or to provide informal mentoring.

14. The committee reaffirmed its preference for an internal appointment. However, in the absence of internal nominations, the Board should be prepared to revisit external recruitment options, noting that this would require amendments to the Board's Chair selection and appointment procedures.

15. The committee also acknowledged that wider succession planning would ensure that a new Chair was supported by Board members with the relevant skills and experience.

External Governors

16. The committee noted P Jordan would not participate in the discussion concerning her potential reappointment.

17. Following consideration at the previous committee meeting, the results of the feedback survey in relation to P Jordan were reviewed and all responses were positive.

18. **Resolved** – to recommend to the Board of Governors that Paula Jordan be reappointed as a member of the Board of Governors for a four year term commencing 3 April 2026.

19. The committee noted that C McCormack had confirmed he would step down slightly ahead of the end of his term of office on 11 July 2026, following the July Board meeting, in order to support recruitment efforts.

20. The committee also recognised that between 2029 and 2030 at least six governors would reach the end of their term of office. This was identified as a potential succession risk, to be monitored and addressed through timely recruitment and reappointment activity.

Diversity and Skills Analysis

21. Thie Board's succession planning recognised the value of diversity in professional and leadership expertise, sector backgrounds, approaches to problem-solving, lived experience and protected characteristics.

22. The committee reviewed the latest diversity data, which showed a continued increase in female representation among external governors, reaching 47% from May 2026 – the highest level to date. The age profile of the Board remained broadly consistent, with a balance of serving professionals and those in retirement or semi-retirement. Ethnic diversity remained limited, with only one governor identifying as non-White. One governor had declared a disability. The data was also compared with college staff and student diversity statistics.

23. The committee also reviewed the latest skills analysis, noting that recent recruitment activity had strengthened the Board's expertise in areas including Higher Education, but had not produced candidates with relevant accountancy, legal or FE leadership experience.

24. The committee observed that while a governor with an accountancy qualification was not a regulatory or governance code requirement in the FE sector, it was strongly encouraged by the FE Commissioner and widely regarded as good practice. Although the Board benefits from governors with significant financial acumen and two co-opted Audit Committee members with accountancy qualifications, the committee agreed that seeking a chartered accountant with relevant strategic financial experience should remain a priority.

<u>Recruitment strategy</u>

25. The HCG highlighted that demand across the FE sector for governors with financial expertise remained high and confirmed quotes had been obtained from recruitment agencies and a draft application had been prepared to the DfE-funded recruitment service which re-opened to applications in April.

26. The Principal highlighted opportunities to engage local employers with whom the college had existing partnerships with a view to identifying potential candidates with relevant financial expertise. It was noted that informal discussions with prospective candidates would be important to ensure they fully understood the expectations of the governor role beyond financial matters.

27. The committee agreed to proceed with reaching out to local employers in the first instance and to report back to the committee between meetings in order to decide whether to proceed with other options.

<u>Student Governors</u>

28. The committee noted that a vacancy remained for a HE Student Governor and that the Dean of HE would be meeting with a prospective nominee shortly.

<u>Staff Governors</u>

29. The committee noted that H Perry would complete her maximum service of two terms of office on 18 May 2026. The committee recorded its appreciation for her valuable contribution to the Board and noted that the vacancy would be promoted to academic staff.

<u>Committees Membership</u>

30. The committee reviewed the update on committee membership following recent recruitment activity, noting current vacancies on the Remuneration Committee (RemCo) and Governance & Search Committee (G&S).

31. The committee was pleased to note that N Wall had expressed willingness to join RemCo, bringing her experience both at the college and through her external governance activities, and that the RemCo Chair supported her appointment.

32. **Resolved** – to recommend to the Board of Governors that N Wall be appointed to the Remuneration Committee from 24 March 2026.

33. The committee recorded its thanks to R Palmer who would complete his four year term of office as a co-opted member of Q&S committee on 2 April 2026. The committee welcomed his willingness to continue serving as a director of Sparsholt College Services Ltd (SCS) and

Westley Enterprises Ltd, and to offer informal support to the College on HE matters where appropriate.

34. The committee considered the reappointment of D Rees as a co-opted member of the Curriculum, Skills & Stakeholders Committee (CSS) for a further two-year term following an initial two-year term which had allowed arrangements regarding long-distance travel to be tested. It was noted that the CSS Chair had confirmed that D Rees' knowledge and experience remained relevant to the work of the committee and that D Rees was willing to be reappointed.

35. **Resolved** – to recommend to the Board of Governors that D Rees be reappointed as a co-opted member of the Curriculum, Skills & Stakeholders Committee from 17 May 2026 for a further term of office of two years.

36. The committee noted that T Floyd's term of office as a co-opted CSS member would conclude on 31 August 2026 and recorded gratitude for his support of the committee during the first year of a new CSS Chair. The committee noted that the membership of the committee continued to be refreshed, most recently with the appointment of a new external governor, and agreed there was no case for an extension at this time.

<u>Directors of Subsidiary Companies</u>

37. The committee noted the vacancy for a director of SCS following A Neal's resignation when he completed his term of office as a governor and that a role description would be circulated to governors to invite expressions of interest, highlighting that two out of three meetings were held online and the overlap of business with the Resources Committee.

38. The committee also noted that the governance arrangements for SCS included the Chair of Governors being a director and Chair of the SCS Board and that this would therefore need consideration in the appointment process for a new Chair of Governors.

39. The committee noted that a vacancy would arise on the Andover Town Football Club (ATFC) board in May 2026 when H Perry stepped down as Staff Governor. A role description would be circulated to external and staff governors in due course.

BOARD PERFORMANCE, DEVELOPMENT & SUPPORT

40. The committee received and reviewed the HCG's progress report on Board performance, operations and development activities.

<u>Governors' training, development & Link visits</u>

41. The committee reviewed progress against the 2025-26 training plan and Link visits schedule and discussed proposed topics for forthcoming 'Brief Bite' internal training sessions, including careers education, progression and destinations, funding streams, curriculum areas, apprenticeships, and a follow-up on inclusion and SEND.

42. The committee noted that the feedback received from governors on the January Seminar was largely positive, while also identifying opportunities to focus on key information and ensure time for discussion.

Board performance review

43. The committee noted good progress against the Board's 2025-26 performance effectiveness action plan, including embedding the expectations of the new Ofsted inspection toolkit in CSS and Quality & Standards Committee (Q&S) business.

44. The HCG reported research had commenced on the next external board review, which must be completed and reported by July 2027. Development of proposals would draw on sector intelligence from external board reviews conducted to date and relevant guidance on effective governance.

Board operations

45. The committee reviewed planning considerations for the 2026-27 corporate meetings calendar and endorsed maintaining a similar schedule to the current year, noting the aim to circulate the calendar to all governors by the end of March.

46. The committee agreed that in-person meetings should continue to be the norm. It supported retaining flexibility to conduct some smaller meetings online in consultation with the relevant chair and endorsed permitting occasional hybrid attendance only in exceptional circumstances due to the challenges it can present for ensuring the effective engagement of attendees and meeting management.

47. The committee also endorsed exploring options for holding some meetings at the Andover campus.

BOARD POLICIES

Selection, Appointment and Succession Planning Policy

48. The committee received and reviewed proposed updates to the Selection, Appointment and Succession Planning Policy which ensured alignment with regulatory requirements, DfE guidance, the AoC Code of Good Governance and recommendations from the external board review. The revisions also reflected previously agreed changes to student governor selection and staff governor eligibility criteria.

49. The committee endorsed the introduction of greater flexibility by allowing initial appointments of governors of less than four years where appropriate.

50. **Resolved** – to recommend that the Board of Governors approve the updated Selection, Appointment and Succession Planning Policy.

Committee Terms of Reference

51. The committee reviewed minor amendments proposed to its own terms of reference, including a change to reflect the Board's decision that the Remuneration Committee should oversee succession planning for Senior Post Holders.

52. **Resolved** – to recommend that the Board of Governors approve the updated Governance and Search Committee Terms of Reference.

53. The committee noted that reviews of the Board's Standing Orders and procedures for the removal of governors would report to the next meeting.

54. The meeting closed at 1630.

Approved: Governance & Search Committee Meeting 11 May 2026