

SPARSHOLT COLLEGE HAMPSHIRE
MINUTES OF THE MEETING OF THE
SEARCH COMMITTEE
held on 19 May 2016 at 9.30 am

¹PRESENT Mr M Coombes (E); Mr T Jackson (P); Mr P Lloyd (E).

In attendance: Mrs S Willson, Clerk to the Corporation

DECLARATION OF INTERESTS

- 1 The Search Committee noted that the matters to be considered as part of succession planning included the membership of Mr Coombes and Mr Lloyd. As the role of Governor was voluntary, there was no financial conflict of interest and decisions regarding appointment were a matter for the full Board, it was agreed that all Committee members should be able to take a part in the Committee's deliberations.

MINUTES

- 2 **Resolved** – that the minutes of the meeting held on 18 September 2015 (Parts I and II) be confirmed as a correct record and signed by the Chairman.

Membership (ref minute 30/15))

- 3 The Search Committee noted the successful recruitment of two new external governors, Zazie Carter and Andrew Hoad, who had joined the Board of Governors from 1 January 2016 and were being supported with an induction programme.

SUCCESSION PLANNING

- 4 The Committee had received the report of the Clerk summarising the current situation regarding the Board's composition and potential future vacancies and setting out actions required in line with the Policy on the Selection and Appointment of Governors and Committee Members.
- 5 The Committee noted the information provided from the skills audit of governors, the equality and diversity data, relevant governance best practice and comparative data with the English FE college sector from the survey of the composition of English FE college boards (May 2015): <http://www.et-foundation.co.uk/wp-content/uploads/2014/09/AoC-Board-Composition-Survey-Report-2015.pdf>.
- 6 The Chairman reported in general terms the feedback he had received from governors as to their future development and roles on the Board and its committees. He was pleased to note the commitment of governors to their current roles and the openness and/or interest of some in taking on further responsibilities in the future.
- 7 **Resolved** – that the Chairman offer all governors the opportunity of an individual development discussion in the Autumn term.
- 8 Members discussed the Board's policy that a governor shall not serve for more than two consecutive periods of four years and the fact that the policy gave the Board discretion to

¹ (E) = External; (P) = Principal; (S) = Staff; (St) = Student; (C) = Co-opted Committee Member

vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office.

- 9 It was noted that it could take the first four years for a governor to develop the knowledge of the College to perform really effectively in the role and members debated whether to recommend extending the standard policy from two to three terms (of four years). On balance, taking into account external and FE sector best practice and performance management, the Committee agreed that the current policy was appropriate and the option of identifying “exceptional reasons” for a further term of office provided sufficient flexibility for reasons such as appointments to Board/committee Chairman/Vice Chairman roles or for retaining essential skills at key times.

Chairman and Vice Chairman

- 10 The Committee noted that the Chairman had been appointed to his post for a term of four years, ending on 31 July 2018. His current and third term of office as a governor would end on 13 July 2017.
- 11 The Chairman indicated that he would be prepared to continue as a member of the Board for a further year to complete his term of office as Chairman. Equally, if the Board considered that it would be beneficial to the College to appoint a new Chairman in July 2017, for example to provide certainty and continuity in the following two years, he would step down at the end of his current term as a governor.
- 12 Committee members highlighted the importance of the role of Chairman with regard to the effective operation of the Board and the governance of the College. The ability of the postholder to support collective decision-making by the Board, together with the relationship between the Chairman, Principal and Clerk, were agreed to be essential and key factors in succession planning for the Chairman.
- 13 **Resolved** – the Board be recommended to agree whether the term of office as a governor for the Chairman be extended for a year to 31 July 2018, with a view to appointing a new Chairman from 1 August 2018.
- 14 A member proposed that the discrepancy between the current Chairman’s term of office as a governor and as Chairman be avoided in the future by changing the Board’s procedures to extend the term of office of a member in line with the agreed term as Chairman or Vice Chairman.
- 15 **Resolved** – that the Clerk review the procedures and put a proposal to the Board of Governors for aligning the terms of appointment of future Chairman and Vice Chairman and their term of office as a member of the Board.
- 16 Under the Board’s procedures, the position of Vice Chairman could be used in the context of succession planning although it was recognised that it would not always be the case of intention that the Vice Chairman succeeded the Chairman. Members discussed a suggestion of rotating the postholder of Vice Chairman to provide a development for the incumbent but agreed that the Vice Chairman played an important role in supporting and advising the Chairman and Principal outside meetings, as well as when required to chair formal meetings, and that it was beneficial to have consistency and confidence in the postholder. For similar reasons, it was agreed that having two Vice Chairman would not be beneficial. The Committee Chairs currently provided an effective means of support Board business between meetings where required.

Other External Governors

- 17 The Committee considered actions in relation to other governors who were reaching the end of their current terms of office within the next two years.
- 18 Mr Peter Lloyd, who was due to complete his third term of office in December 2016, confirmed his willingness to continue to offer his skills and expertise as required. The Chairman and Principal stressed their appreciation for Mr Lloyd's extensive experience and continued to commitment to the College. Nonetheless, it was considered that a fourth term of office could not be recommended unless the Board identified exceptional circumstances and it was suggested that the Board be invited to consider co-opting Mr Lloyd as a committee member at the end of his term of office.
- 19 **Resolved** – that, at the end of Mr Lloyd's term of office, the Board be recommended to consider ways to continue to benefit from Mr Lloyd's knowledge and experience, for example as a co-opted member of the Resources Committee.

Staff Governor

- 20 The Search Committee noted that Mr Bjorn Holm's four year term as Staff Governors ends on 9 July 2016 and agreed that staff governors should be able to serve a maximum of two years, in line with external governors, providing each term of office was open to nominations from other members of staff, with an election if necessary.
- 21 **Resolved** – that nominations should be invited from all academic staff, on the basis that the other Staff Governor was not a member of academic staff and so that a Staff Governor could contribute to Q&S, and that nominations should be particularly encouraged from Andover College.
- 22 **Resolved** – that the Board of Governors be recommended that the Selection and Appointment Policy be amended to clarify that Staff Governors could put themselves forward for a second term of office, providing nominations were also invited from other relevant staff.

Student Governor

- 23 The Search Committee noted that the current Student Governor at Andover College, Miss Elise Freshwater-Blizzard, was due to complete her enrolment on 24 June 2016. The process for recruiting a successor had commenced with a presentation by the Clerk and Miss Freshwater-Blizzard to the Andover College Student Council and nominations were also being sought via tutors.
- 24 If a nomination was not forthcoming from current students who were remaining at Andover College in 2016/17, the Clerk would undertake a recruitment campaign with new enrollers in the Autumn term. Nominations would be confirmed by the Student Council before being submitted for appointment by the Board of Governors.
- 25 **Resolved** – the Chairman noted that he would write to Miss Elise Freshwater-Blizzard to express the Board's gratitude for her contribution as Student Governor over the previous two years.

Co-opted Committee Members

- 26 The Search Committee noted that Dr Simon Eden reached the end of his third four year term (first on Governance & Search and more recently on CEMR) on 14 July 2016 and that Mrs Susan Shaw reaches the end of her second term on Resources Committee (previously the Finance & General Purposes Committee) on 31 July 2017.

- 27 Members agreed that there were exceptional reasons to consider the reappointment of Dr Eden, given the relevance of his external experience to the remit of the CEMR Committee and that his continuing contribution would benefit CEMR as it continued to develop after its first year of operation. Dr Eden would be consulted as to his willingness to continue as a Co-opted Member of CEMR.
- 28 **Resolved** – that the Board of Governors be recommended to reappoint Mr Eden as a co-opted member of CEMR, subject to his agreement.
- 29 The Search Committee agreed that no action was currently required regarding Mrs Shaw’s membership of Resources Committee.
- 30 Members also considered whether there would be value in inviting Co-Opted Committee Members to take part in other areas of the Board’s activities, such as Governors’ Seminars. Co-opted Members already received the Healthcheck Report to provide up-to-date performance information and were invited to Countryside Day to show gratitude for the time they volunteered to the College. It was agreed that the Co-opted Members were valued for their independent, external expertise and that, on balance, there was value in keeping them at “arm’s length” from strategy development and that not all the training provided for governors would be relevant.
- 31 **Resolved** – that the Chairman and Clerk consider inviting co-opted committee members to dinner at a Governors’ Seminar, when appropriate, and the Clerk reviews the induction processes for Co-opted Members ahead of the next new appointment.

Committee Chairs

- 32 The Search Committee noted the appointment process for Committee Chairs in relation to both succession planning and effective governance.
- 33 Members discussed whether the appointment of Committee Chairs each year should be a matter for the Board of Governors, on the recommendation of the Search Committee. Currently Chairs were formally appointed each year by the relevant Committee from amongst the Committee’s members (except the Chair of Resources Committee who was the Chairman). Additionally, when new governors were appointed and at other times, the membership of Committees and the Chairs of Committees were reviewed by the Chairman and Clerk and recommendations made to the Board for any changes.
- 34 It was also suggested that the role of Committee Chair be rotated every two to three years to provide development opportunities for other governors, including in relation to succession planning for the Chairman and Vice Chairman.
- 35 **Resolved** – that the Chairman and Clerk put proposals to the Board of Governors for an annual process for the Board to approve the appointment of Committee Chairs, on the advice of the Search Committee.

Principal and other Senior Postholders

- 36 The Committee noted that it was good practice to have regular dialogue with the Principal about his own plans and those for succession planning for the SLT, although it was recognised that strategic succession planning could be challenging in practice.
- 37 There was no new information to take into account at this time, other than the general background of the Area Review process. The Principal confirmed that he was committed to open discussions and that these regularly took place at the Remuneration Committee as part of performance objective setting.

WESTLEY ENTERPRISES LIMITED

- 38 The Committee noted that there was currently a vacancy for external director to the board of Westley Enterprises, after the resignation of Geoff Healey in November 2015. The Principal and Clerk were considering options.

TERMS OF REFERENCE

- 39 The Clerk noted that, since the Governance & Search Committee was discontinued, there was not a process in place for an annual performance review of the Search Committee. She proposed that the terms of reference be reviewed during 2016/17, informed by the experience of operating the new committee during 2014/15 and 2015/16.
- 40 **Resolved** – that a review of the Search Committee’s terms of reference and performance take place during 2016/17.
- 41 The meeting closed at 11.45 am.