

## **THE CORPORATION OF EAST SURREY COLLEGE**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **MEETING HELD ON THURSDAY 1 OCTOBER 2020 VIA MICROSOFT TEAMS**

Meeting commenced: 18.00

Meeting ended: 19.00

#### **Present**

Andrew Baird	Independent Member	Chair
Jayne Dickinson	Chief Executive (College Group)	Principal ESC
Liz Rushton	Independent Member	
Rosemary French	Independent Member	
Colin Monk	Independent Member	

#### **Clerk to the Committee**

Sue Glover	Director of Governance
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#### **SGC.31.20 Declaration of Interests**

Members were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

Andrew Baird declared that, as part of his role with the FE Commissioner's National Leaders of Governance team, he is seconded to Brooklands College as the interim Chair.

There were no other declarations of interest.

#### **SGC.32.20 Apologies for Absence**

There were no apologies for absence.

#### **SGC.33.20 Notification of Any Other Business**

Members agreed that there was no other business to be considered.

#### **SGC.34.20 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 7 May 2020**

The minutes of the meeting were approved and signed as a correct record.

#### **SGC.35.20 Matters arising and action points from the minutes of the meeting**

Members agreed that there were no matters arising from the minutes of the meeting.

Members reviewed the Action Points arising from the meeting and agreed that all actions have been satisfactorily completed.

### **SGC.36.20 Risk Management: Autumn Term 2020**

The Chief Executive presented, for consideration and approval, a report, which provided details of the areas of risk specifically assigned to the Search and Governance Committee by the Board.

Members were advised that the register is presented in the new format with the mitigating controls and actions updated to reflect this. The risks assigned to the committee have not altered and the Search and Governance Committee continue to be responsible for the oversight of

- **Risk SG1: Inappropriate response to change in government policy:** fundamental risk – no change
- **Risk SG2: Failure to identify opportunities and threats to the College market position:** significant risk – no change
- **Risk SG3: Severe adverse publicity:** significant risk – no change
- **Risk SG4: Ineffective governance and management arrangements:** minor risk – no change

Members considered the detail of each of the risk areas and, in discussion, agreed that

- there is a change of wording to contributing risk 'failure to mitigate against impact of curriculum changes' under Risk SG1, to reflect a 'failure to adapt'
- the contributing risk 'impact of economic fluctuations/other external events including Covid/Brexit' under Risk SG2 should be separated into two separate contributing risks so that the mitigating controls and actions for each are clearly identified
- the mitigating controls and actions under the contributing risk relating to safeguarding under Risk SG3 were appropriate, but that reference to the application for monitoring student activity on the internet, Smoothwall, is expanded to reflect that students are made aware of this and its scope at the start of the year

Members commented that senior management are demonstrating a great deal of resilience to the ongoing challenges being presented by Covid-19 and, whilst there are no signs of the Pandemic abating in the short term, it was hoped that there are opportunities for staff to take some time off, particularly over the half term break.

The Committee noted the key impact measures arising from the report.

#### **Resolved**

The Search and Governance Committee approves the report on the assessment of risks for the Autumn Term 2020 and commends the report for approval by the Board.

### **SGC.37.20 Membership of the Corporation**

The Director of Governance presented a report, which identified issues relating to the current membership of the Board and action to be taken by the Search and Governance Committee.

Members were advised

- there are currently no vacancies and the number of independent members will continue to be subject to review in light of any future retirement or resignation. However, members were reminded that the Board had agreed the size of the Board would reduce to the pre-merger level and potential new governors would not be actively sought at this time

- there are three reappointments to be considered during the year, one of which will be considered at this meeting.

The Committee considered issues arising from the report:

### **Independent Members**

#### **Colin Monk withdrew from the meeting**

##### **Re-appointment of Colin Monk**

Members noted the need to consider the re-appointment of Colin Monk whose period of appointment expires on 31 December 2020.

Members were advised that, since his appointment to the Board in 2016, Colin has

- served as a member of the Audit Committee; member of the Learning and Quality Committee; member of the Search and Governance Committee and a member and of the Senior Postholders' Employment Committee
- served as Link Governor for Higher Education
- acted as a mentor for new members

Members noted Colin's excellent attendance record at meetings of the various committees and the Board.

Members were informed that Colin has indicated his willingness to be considered for a second four-year term of office.

Members discussed the issues raised in the report and were in full agreement that Colin be recommended for re-appointment.

#### **Colin Monk re-joined the meeting**

##### **Retirement of Rosemary French**

Members were advised that Rosemary French will complete her third and final term on 31 December 2020 and will leave the Board on this date.

Rosemary's departure will reduce the number of independent members to 13, making the total membership of the Board 18.

### **Student Members**

Members were advised that due to Covid-19, it had not been possible to hold elections for new student members for 2020/21 in the summer term. Arrangements are in hand to hold these at the start of the autumn term so that nominations may be received by the Board at the Curriculum Strategy meeting on 8 October and two new student members formally appointed.

### **Staff Members**

The current ESC staff member, Lily Franklin, was appointed for a four-year term with effect from 1 August 2019 and the current JRC staff member, Natalie Watkins-Khan, was appointed for a four-year term with effect from 1 September 2019.

### **Membership of Committees**

The Committee was advised that at the meeting of the Corporation Board held on 9 July 2020, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve.

Members reviewed the committee membership for 2020/21, which took effect from 1 September 2020 and will be in place until the end of December, together with the version from 1 January 2021 reflecting changes in the light of Rosemary's retirement. It was agreed that each committee will have a full complement of appropriately qualified and experienced members for 2020/21.

### **Gender Balance**

Members noted the current gender balance of the membership of the Board and its committees and the gender balance of the chairs of the Board and its committees.

### **Diversity of the Board**

Members noted the diversity of the Board.

### **Governance Arrangements**

Members noted the continuing arrangements for virtual meetings of the Board and Committees put in place by the Board during the current Coronavirus situation. Members were advised that the reduction in quoracy agreed at the start of the Pandemic is a matter for the Board to consider whether this should continue and will be addressed when the Board meets on 8 October.

The Committee noted the key impact measures arising from the report, in particular the strategic and risk implications.

### **Resolved**

The Search and Governance Committee agreed to

- receive and note the report
- approve and recommend to the Corporation Board for approval the reappointment of Colin Monk for a further four-year term from 1 January 2021
- note the retirement of Rosemary French at 31 December 2020

## **SGC.38.20 Governors' Development and Training Programme**

The Director of Governance presented a report with regard to the development and training programme for governors.

Members were reminded that the Board has an Induction and Training Policy, which is reviewed on an annual basis by the Search and Governance Committee.

Members were advised that, during the course of 2019/20

- all members have benefited from a change of emphasis in the programme whereby all are more involved with the key College processes, in particular teaching, learning and assessment, on a basis which is internal to the College, rather than attending externally provided conferences and seminars which can be expensive, difficult to attend (in terms of time-off work) and which can fail to address adequately the issues required by members of the Board
- there have been a number of Webinars facilitated by the AoC, at no cost, which have been taken up by members
- Induction for all new members includes a Mentoring Scheme and new members are assigned a mentor when joining for the first year of office

Members noted that the development and training programmes identified in 2019/20 were built on those identified in 2018/19 and were further informed by the Governance Self-Assessment in 2019 and the consequent Governors' Quality Improvement Plan.

The skills audit and training needs analysis exercise was updated following resignations of members and new ones joining in the autumn term 2018 and reported to the Committee in October 2018. The skills audit was further updated following the merger with John Ruskin College to include those members who joined from their Board and reported to the Committee in February 2019. The outcome indicated that the Board has a range of appropriately experienced and knowledgeable people and the summary data used to inform the process of selection of new members when required and the process of refreshing committee membership.

Members considered proposals for the new year in light of the programme undertaken in 2019/20 and agreed that

- opportunities will continue to be given to members to attend external meetings and conferences e.g. provision by AoC
- the provision of development and training 'on line' will continue, particularly in key areas of governor responsibility such as Equality and Diversity, Safeguarding, Prevent Duty
- full use will be made of the strategic planning and self-assessment meetings of the Board to bring members up to date with key developments in the sector
- Induction of new governors will continue including the Mentoring Scheme
- Induction of student governors will continue coupled with the National Student Governor Training Programme offered by Unloc in conjunction with the AoC
- Governors will continue to be invited to participate in the termly programmes of Performance Reviews and Learning Walks
- updates on key sector issues will continue to be provided e.g. AoC Governance Briefings, AoC Chief Executive Letter
- appropriate governance update documents will continue to be lodged for reference
- Webinars offered by the AoC will continue

Members were advised that the schedule would be updated in light of additional opportunities, which become available and are brought to the attention of appropriate governors.

Members were informed of the total hours spent by governors on development and training over the previous three years

- In 2017/18 the total hours were 301, an average of 15.055 per individual (20 individuals)
- In 2018/19 the total hours were 410.5, an average of 15.79 per individual (26 individuals)
- In 2019/20 the total hours were 343, an average of 14.29 per individual (24 individuals)

Members noted the impact measures arising from the report.

### **Resolved**

The Search and Governance Committee

- Expresses its satisfaction with the development and training programme undertaken by governors during 2019/20
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2020/21

#### **SGC.39.20 Code of Good Governance for English Colleges**

The Director of Governance presented, for consideration and approval, the College's Audit Review of Compliance with the Code of Good Governance for English Colleges.

Members were reminded and advised that

- the Code of Good Governance for English Colleges was approved by the Corporation Board on 9 July 2015 for implementation with effect from 1 August 2015
- the Code was updated by the AoC in December 2018 to incorporate the Senior Post Holder Remuneration Code, which was adopted by the Corporation Board in March 2019
- it is necessary to review the extent to which the College has complied with the requirements of the Code of Good Governance

Members considered the draft document, noting the extent to which the College complies with the requirements of the Code of Good Governance. Members reviewed the proposed changes to the document, suggesting some further minor amendments.

Members noted the key impact measures arising from the document.

#### **Resolved**

The Search and Governance Committee approves and recommends to the Corporation Board the College's Audit of Compliance with the Code of Good Governance for English Colleges for 2020/21

#### **SGC.40.20 Governors' Quality Improvement Plan (QIP) 2019/20**

The Director of Governance presented, for consideration and approval, the final Governors' Quality Improvement Plan: 2019/20.

The Committee was reminded that the QIP had been approved at the meeting of the Corporation Board held on 9 July 2020 and was now submitted for the final 'sign-off' by the Committee, following an update of progress during the remainder of the Summer term 2020. Members reviewed the document noting the proposed revisions and agreed there were no further amendments required.

Members noted the key impact measures arising from the report.

#### **Resolved**

The Search and Governance Committee approves the final Governors' Quality Improvement Plan: 2019/20 and commends the document for the approval by the Board.

#### **SGC.41.20 Governors' Quality Improvement Plan 2020/21: Autumn Term 2020**

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2020/21: Autumn Term 2020.

The Committee was reminded that

- the Governors' Quality Improvement Plan (QIP) is established at the beginning of each academic year and is informed by issues arising from the Governors' Self-Assessment which is undertaken in June
- the QIP is monitored on a termly basis by the Search and Governance Committee

Members were asked to consider whether the following current areas for development in the QIP were still relevant:

- High-level of support for student governors
- Profile of the Corporation
- Profile of Governors with Staff and Students
- Keeping governors informed with key issues
- Communications
- Succession planning
- Strategic options for development of the college
- improvement plan for the college

The Committee considered each of the areas and, in discussion, agreed that

- all current areas for development were relevant and should remain in the QIP
- in the light of the switch to online and blended learning due to Covid-19, enhancing the oversight of this by governors to be included in section D8

Members noted the key impact measures arising from the report

#### **Resolved**

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2020/21 Autumn Term 2020 and commends the document for the approval by the Board, subject to further amendment as discussed

#### **SGC.42.20 Annual Report of the Search and Governance Committee: 2019/20**

The Director of Governance presented, for consideration and approval, the Annual Report of the Search and Governance Committee.

The Committee was advised that the annual review of the work of the Committee is essential in ensuring that the areas of strategic responsibility, which have been delegated to the Committee, are being properly addressed.

Members noted that the Annual Report gives all members of the Board the opportunity to review the work undertaken by the Committee on behalf of the Board throughout the year.

Members reviewed the detail of the report, noting in particular

- there were two retirements during the year and one new appointment for the co-opted member of the Audit Committee
- there are currently no vacancies
- during the year it was agreed that as independent members resigned or retired the size of the Board would reduce to the pre-merger level and potential new governors would not be actively sought at this time
- the Terms of Reference issues addressed by the Committee through the year

The Committee noted the key impact measures arising from the report.

#### **Resolved**

The Search and Governance Committee approves the Annual Report of the Search and Governance Committee: 2019/20 and commends the Report to the Board

**SGC.43.20 Annual review of the restricted minutes of the Search and Governance Committee**

The Director of Governance presented a report outlining the basis on which, in accordance with Instrument 17(4), it is appropriate for the Committee to review the restricted minutes of the meetings of the Committee.

Members were informed that

- in 2018/19 two meetings were held on a restricted basis to meet with potential members from the John Ruskin Board prior to the merger being completed. It was agreed that as the merger had been successfully completed on 1 February 2019, these minutes should become available
- there were no meetings held on a restricted basis in previous years
- there were no meetings held on a restricted basis in 2019/20

**Agreed**

The Search and Governance Committee agreed to receive and note the report

**SGC.44.20 Annual review of the attendance of members at meetings of the Corporation Board and its Committees: 2019/20**

The Director of Governance presented a report, which provided details of the attendance of members at meetings throughout the year 2019/20.

Members were reminded that the Committee considers, on an annual basis, the levels of attendance of members at meetings in order to ensure the probity of governance at the College.

The Committee noted

- the basis on which levels of attendance are calculated
- the comparative records of attendance at meetings of the Board and at committees of the Board
- the extent to which benchmarking is possible against other colleges

Members discussed the findings of the review and noted that the level of attendance is similar to that of the previous year and there were no issues.

Members noted the impact measures arising from the report.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.44.20 Annual review of the business of the Search and Governance Committee: 2019/20**

The Director of Governance presented a report, which provided the annual review of the business of the Committee during 2019/20.

Members were reminded that, following each meeting of the Committee, a list of Action Points arising from the meeting is drawn-up and, at the next meeting, the list is reviewed in order to ensure that the appropriate action has been or is being taken.

The Committee was advised that the purpose of the report was to ensure that appropriate progress has been made against each of the identified actions required by the Committee.



Members agreed that all Action Points have been addressed to the satisfaction of the Committee.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.45.20 Any Other Business**

As this would be the last meeting attended by Rosemary before her retirement, the Chair took the opportunity to thank her for all her hard work and contribution given to the Committee during her term of office.

Members noted that there was no other business.

**SGC.46.20 Dates of Scheduled Meetings: 2020/21**

Thursday 4 February 2021

Thursday 13 May 2021

All meetings commence at 18.00

**As there was no further business, the Chair declared the meeting closed.**

**SIGNED AS A CORRECT RECORD:**

A handwritten signature in cursive script, appearing to read 'A Baird', written over a dotted horizontal line.

**DATE: 11 February 2021**