

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

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **PART 2 MEETING HELD ON THURSDAY 6 FEBRUARY 2020**

Meeting commenced: 18.30

Meeting ended: 20.00

Boardroom, John Ruskin College, Croydon

#### **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.04.20 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.

There were no declarations of interest.

#### **SGC.04.20 Apologies for Absence**

There were no apologies for absence.

#### **SGC.05.20 Notification of Any Other Business**

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

#### **SGC.06.20 Unconfirmed minutes of the meetings of the Search and Governance Committee held on 10 October and 29 November 2019**

The minutes of the meetings were approved and signed as a correct record, subject to minor amendment as discussed.

#### **SGC.07.20 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 satisfactory progress had been made.

## **SGC.08.20 Risk Management: Spring Term 2020**

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

The Search and Governance Committee is responsible for the oversight of

- **Risk S10: Inappropriate response to change in government policy:** significant risk – no change
- **Risk S7: Failure to identify opportunities and threats to the College market position:** significant risk – no change
- **Risk R1: Severe adverse publicity:** significant risk – no change
- **Risk R2: Ineffective governance and management arrangements:** minor risk – no change

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

- it was considered prudent, although the recent cyber-attack did not result in a data breach, that the contributing factor 'Security of data protection failure' should be raised from green to amber
- it was felt that the wording contained within item 2 under Risk R1 should be strengthened to reflect the actions taken regarding social media use
- that item 6 under Risk R2 is removed as recent appointments to the Board have reduced the risk of creating a less experienced Board when current long serving members retire

The Committee agreed that there were no other amendments required.

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 Spring Term 2020 and commends the report for approval by the Board.

## **SGC.09.20 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.

The Committee considered issues arising from the report:

### **Independent Members**

#### **Current Membership**

Members were advised that

- the current membership is 20, made up as follows:
  - 15 independent members
  - 2 staff and 2 student members
  - 1 Chief Executive
- 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
- the external co-opted member of the Audit Committee, who is due for reappointment in the Summer term 2020, has advised that he does not wish to be considered for reappointment and would like to leave the Board at the end of his current term. He has indicated that he would be prepared to leave earlier than July if required
- James Marshall has been considered as a replacement external co-opted member of the Audit Committee under part 1 of this meeting

- Andrew Gilchrist will complete his third and final term on 30 April 2020 and will leave the Board on this date

Members considered whether the number of independent members should remain at 15 or whether this should reduce as and when members come to the end of their term.

In discussion, it was acknowledged that, on merger it had been sensible to appoint governors from the JRC Board in order to strengthen the Board relative to knowledge of JRC. However, it was agreed that it was now timely to take the opportunity to reduce the size of the Board to the pre-merger level and, as a consequence of this, potential new governors would not be actively sought at this time.

### **Student Members**

The current ESC Student Member, Ms Amran Mohamed, and JRC Student Member, Ms Amy Whitear, have been appointed to serve until 31 July 2020. In addition, there is a student member designate for each college who will attend meetings in the event the student member is unable to.

### **Staff Members**

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

### **Membership of Committees**

The committee membership for 2019/20, which took effect from 1 September 2019, was reviewed and it was noted that each committee has a full complement of appropriately qualified and experienced members.

### **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 and agreed it would be useful to indicate the location of members.

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
- that in view of any forthcoming resignations and retirements of independent members, the committee would not actively seek potential new governors at this time and allow the size of the Board to reduce to the pre-merger level
- changes to the committees would continue to be kept under review by the Chair, Chief Executive and Director of Governance during their termly meetings
- the location of members to be added to the Diversity summary

#### **SGC.10.20   Governors' Quality Improvement Plan 2019/20: Spring Term 2020**

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2019/20: Spring 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
- from 2019/20 the QIP is to be monitored on a termly basis by the Search and Governance Committee

The Committee reviewed the document, noting proposed revisions, and agreed that the suggested amendments are made. In addition, members suggested that, in the light of the new Ofsted Education Inspection Framework which focuses on the quality of education, the '3 Is – Intent, Implementation, Impact' are incorporated somehow to demonstrate that this is a focus for governors. In discussion, it was agreed that reference to this would be more meaningful if incorporated into the cover sheet for governor reports.

Members noted the key impact measures arising from the report, in particular the Strategic and Risk implications.

#### **Resolved**

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2019/20 Spring Term 2020 and commends the document for the approval by the Board

#### **SGC.11.20   Review of College Governance with the members of the Corporation: 2019/20**

The Chair of the Corporation presented a report on the findings of a review of College governance.

The Committee was reminded that, in 2011 the Corporation Board had agreed to introduce an annual cycle of review meetings to be held between the Chair of the Corporation and individual governors, the objectives of which were to:

- Review the operation and performance of the Corporation and its committees
- Gather feedback on how the relationship between governors and the Executive (Chief Executive & Principal ESC/Principal JRC & Quality Lead/ Chief Operating Officer) and other senior staff is perceived and on the quality and timeliness of the information provided to governors
- Identify personal development opportunities for individual governors

Members were advised that the report focused on the first two objectives, recognising that the development needs of individual governors are considered in the planning process for the Corporation's annual training plan.

Members considered the key issues arising from the report, noting that

- Meetings were held between November and December 2019 with all independent and staff governors
- Student governors have regular meetings with the Chief Executive & Principal ESC and Principal JRC & Quality Lead which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Director of Governance
- The Chief Executive & Principal ESC has the opportunity to discuss her role as a governor with the Chair of the Corporation at their monthly 1:1 meetings

- The findings of the review cover the following aspects of the work of the Corporation's activities:
  - Performance of the Board
  - Performance of the committees
  - Contribution of the Chair
  - Contribution of Executive and Directorate

### **Performance of the Board**

Governors consider that

- Individual governors appreciate the skills and knowledge contained within the Board and consider that the Board continues to be extremely effective, a view attributed by some to the degree of stability in its membership, although the Board will lose the services of two longstanding members over the next year it was felt that adequate succession planning is in place and the four former JRC governors have integrated well
- There is a strongly held view that the Board challenges very effectively and that the Executive respond well
- The training programme offered and the opportunities to engage with teaching and learning and the assessment of performance equip them for their role
- The introduction of a 'mentor governor' for each new recruit has led to mixed results
- The enlarged Board need to meet in a larger room and, although it was appreciated meetings at JRC offered this, the Director of Governance would explore alternative locations for meetings at ESC
- Corporation meetings are seen as being effective but increasingly formalised as a consequence of the regulation of the sector. Agendas are clear and the time management of the meetings is good
- The work of the Director of Governance is much appreciated as is the support given to governors at and between meetings

### **Performance of the committees**

Governors consider that

- The committees place greater responsibility on individual governors to contribute from their own expertise and experience to the strategic development of the College and the Corporation demonstrates considerable confidence in their work
- It was suggested that the process for approving revisions to policies and procedures should include an assessment of their effectiveness
- The Strategy Committee was regarded as an effective forum for broader discussion outside the more structured agendas of other committees
- The committees are relevant and effective and provide opportunities for challenge and to consider the appropriate levels of detail in conjunction with access to, and support from, relevant senior staff of the College
- Members of the Learning and Quality Committee and the Board felt that reports to this committee sometimes lacked focus and incisiveness and would benefit from being reported as an 'Executive Summary' with annexes

### **Contribution of the Chair of Corporation**

Governors consider that

- The Chair and Vice Chair have moved the College and its governance forward during their tenure
- Meetings are focused, well run and interesting

## **Contribution of the Executive and Directorate**

Governors consider that

- The Executive are viewed as extremely competent and the quality of the relationship between governors and the Senior Management Team is crucial to the performance of the Board
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation

## **Conclusion**

Members considered the conclusion of the report, noting that the outcome of the 2019/20 review indicates that governors consider that they contribute to the College and that its governance processes are robust, although an appropriate level of challenge must be maintained.

Members discussed the key issues identified for improvement by governors during the course of the review, in particular

- The process for reviewing the effectiveness of policies and procedures upon renewal/review was considered to be too difficult to complete in some cases. However, it was suggested that the report cover sheet could be amended to include reference to this
- Although governors feel that the Executive are extremely competent and the quality of the relationship between governors and the senior management team is very positive, it was important that an appropriate level of challenge must be maintained, which will continue to be reflected in the various meeting minutes

Members noted the impact measures arising from the report.

## **Resolved**

The Search and Governance Committee approves and commends to the Corporation Board

- The report of the Chair of the Corporation on the Review of College Governance with Members of the Corporation: 2019/20
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

## **SGC.12.20 Termly review of the attendance at meetings of the Corporation Board and its Committees 2019/20: Autumn term 2019**

The Director of Governance presented a report which provided details of the attendance of members at meetings during the Autumn Term 2019.

Members were reminded that the Committee considers, on a termly basis, the levels of attendance of members at meetings in order to ensure the probity of governance at the College and considered the detail of the report.

Members noted that there were no issues of significance arising from the report and that the levels of attendance at meetings of the committees and the Corporation Board in the Autumn term had been excellent, particularly the student governors who had maintained attendance at 100%.

Members noted the impact measures arising from the report.

## **Agreed**

The Search and Governance Committee receives and notes the report

**SGC.13.20 Governors' Development and Training Programme 2019/20: Spring Term 2020**

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

The Committee noted

- the extent of the programme during the Autumn Term 2019 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2020

Members expressed satisfaction with the involvement of governors in the wide range of events and activities and with the schedule proposed for the remainder of the year.

Members noted the impact measures arising from the report.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.14.20 Any other business**

Members noted that there was no other business.

**SGC.15.20 Dates of scheduled meetings: 2019/20**

Thursday 14 May 2020 - Redhill

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', is written over a horizontal dotted line.

**DATE: 7 May 2020**