

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON TUESDAY 7 JUNE 2022 VIA MICROSOFT TEAMS

Meeting commenced: 10.00hrs

Meeting ended: 11.45hrs

Present

Andrew Baird	Independent Member	Chair
Jayne Dickinson	Chief Executive	
Liz Rushton	Independent Member	
Simon Bland	Independent Member	
Colin Monk	Independent Member	

Clerk to the Committee

Sue Glover	Director of Governance
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SGC.16.22 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. He also declared an interest in the proposal from the AoC under item 11 on the agenda regarding external governance reviews as he is part of their team of reviewers.

There were no other declarations of interest.

SGC.17.22 Apologies for Absence

There were no apologies for absence.

SGC.18.22 Notification of Any Other Business

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

SGC.19.22 Unconfirmed minutes of the meetings of the Search and Governance Committee held on 10 February 2022

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

SGC.20.22 Matters arising and action points from the minutes of the meeting

Members reviewed the Action Points arising from the meeting, noting that an update on compliance against the revised Code of Good Governance will be given under a separate agenda item at this meeting.

It was agreed that all matters had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meeting.

SGC.21.22 Risk Management: Summer Term 2022

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

The Search and Governance Committee is 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

- no changes are required to the risk rating for SG1 as senior leaders continue to take actions to ensure the College's effective positioning is in line with constant changes in government policy
- in view of the concern over the new government direction of funding local authorities directly under the new Multiply Initiative for maths and being unclear how funding may find its way into FE providers, it was agreed that risk SG2.1 is raised from amber to red
- as the volume of safeguarding incidents has increased significantly this year in the light of Covid, although the associated risk SG3.1 is still a red risk, the rating would be increased
- as UCU has demanded a significant pay rise for staff to which AoC is currently responding, it was felt prudent to raise the associated risk SG3.3 from amber to red
- risk SG3.4 is raised as the difficulties for attracting good and/or experienced staff continue
- risk SG3.8 is raised as there have been more noticeable student behavioural issues during the term
- with the introduction of mandatory external governance reviews, the risk of these not being completed in a timely manner should be incorporated into risk SG4.2

Members were advised that a new safeguarding risk is being proposed to the Learning and Quality Committee, which highlights the failure of not responding effectively to safeguarding incidents. The Committee agreed that it was beneficial to have such a strong focus on safeguarding and kept under review by two committees.

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 Summer Term 2022 and commends the report for approval by the Board

SGC.22.22 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 was one resignation during the term from an independent member. Although the Board had previously 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, it was agreed that potential new members would continue to be considered
- there are three reappointments to be considered at this meeting

The Committee considered issues arising from the report:

Independent Members

Re-appointment of Simon Potten

Members noted the need to consider the re-appointment of Simon Potten whose period of appointment expires on 31 July 2022.

Members were advised that, since his appointment to the Board in 2018, Simon has

- served as a member of the Learning and Quality and Strategy Committees
- regularly participated in Performance Reviews and Learning Walks

Members were informed that Simon 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 Simon be recommended for re-appointment.

Re-appointment of Alex Hayman

Members noted the need to consider the re-appointment of Alex Hayman whose period of appointment expires on 31 July 2022.

Members were advised that, since his appointment to the Board in 2018, Alex has

- served as a member of the Audit, Senior Post Holders' Employment and Strategy Committees
- served as Chair of the Audit Committee since 2019

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

Members were informed that Alex 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 Alex be recommended for re-appointment.

Re-appointment of Ganesh Kumar

Members noted the need to consider the re-appointment of Ganesh Kumar whose period of appointment expires on 31 July 2022.

Members were advised that, since his appointment to the Board in 2018, Ganesh has served as a member of the

- Audit Committee (since 2019)
- Finance and Resources Committee (Sept 2018-July 2019)
- Strategy Committee

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

Members were informed that Ganesh 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 Ganesh be recommended for re-appointment.

Student Members

The term of office for the current student members ends on 31 July 2022. Arrangements are currently in hand for student governor elections so that nominations can be received by the Board in July to enable student governors to be in place for the start of the new academic year.

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.

Link Governors

There are currently four Link Governors in place to support the following areas:

- Safeguarding and Prevent
- Higher Education
- Careers
- Sustainability

Although not a Link Governor appointment, Andrew Baird attends meetings of the College's Equality & Diversity group and gives feedback to the Board following meetings that he attends.

Members were advised that Lily Franklin has stepped down from the role of Link Governor for Sustainability during the term due to her increasing responsibilities at the College. She remains a staff governor. The staff governor for JRC, Natalie Watkins-Khan, has agreed to take on the role and the Committee were pleased to formalise this appointment.

Membership of Committees

The current committee membership for 2021/22 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 current diversity of the Board.

Governance arrangements

Members noted the continuing arrangements for virtual meetings of the Committees and that when the whole Board meets it would do so in College, alternating between the campuses.

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 for approval the reappointments of Simon Potten, Alex Hayman and Ganesh Kumar for a second four-year term from 1 August 2022
- approve the appointment of Natalie Watkins-Khan as the Link Governor for Sustainability

SGC.23.22 Governors' Quality Improvement Plan 2021/22: Summer Term 2023

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2021/22: Summer Term 2022.

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 Committee reviewed the document, noting the proposed revisions to reflect the progress made against each of the areas for development, and agreed that the suggested amendments are made.

Members were advised that Chair of the Learning and Quality Committee had recently attended a network meeting hosted by the AoC for Quality Committee Chairs where a presentation was delivered on 'developing a financial sustainable curriculum'. A focus had been on the link between strategic planning and governance oversight and the ability to demonstrate integration of the curriculum and financial planning. In discussion, it was felt that the Strategy Committee already considers this, thus there is an appropriate governance structure. However, it was agreed that this was worthy of further discussion by the Board at the forthcoming annual strategic planning meeting, when the Governors Quality Improvement Plan would be reviewed, to consider whether this is an area for further development by the Board.

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: 2021/22: Summer Term 2022 and commends the document for the approval by the Board, subject to any further comment at the annual strategy planning meeting

SGC.24.22 Governance Policies

The Director of Governance presented a report relating to the annual review of Governance documents.

OSC50 - Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2022/23

Members were informed that

- the annual review of the document is considered on the basis of any changes to relevant documents e.g. Instrument and Articles of Government

- the current Terms of Reference and Standing Orders relate to the current Instrument and Articles of Government
- it will be necessary for the Committee to review and approve an amended document in conjunction with the review and approval of any revised Instrument and Articles of Government of the College

Members reviewed the document and agreed the proposed amendment to include a Chair Designate role, which had been approved by the Board in March.

OSC51 Code of Conduct for Members of the Corporation: 2022/23

Members were advised that

- the annual review of the document is considered on the basis of any recommended changes suggested by Eversheds
- the current Code of Conduct relates to the current Instrument and Articles of Government and is updated in conjunction with any latest updates issued by Eversheds
- the latest version of the Code produced by Eversheds is the seventeenth edition dated 2021 and the Code has been updated to reflect the changes within this version

Members reviewed the document and agreed the proposed amendments were appropriate.

OSC52 Governor Induction and Training Policy: 2022/23

Members were advised that only minor changes are proposed.

OSC53 Public Attendance at Meetings, Access to Corporation Business and Confidentiality Policy: 2022/23

Members were advised that only minor changes are proposed.

OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2022/23

Members were advised the document had been amended to reflect the Chair Designate role.

Instrument and Articles of Government

Members were advised that there have been no recommended changes suggested by Eversheds and therefore no changes to the document were proposed.

Scheme of Delegation

The Director of Governance presented a draft Scheme of Delegation for consideration and approval.

Members were advised that

- the Scheme of Delegation distinguishes between matters reserved exclusively for the Corporation's approval or decision and matters delegated to committees and individuals
- section 2.3 of the revised Code of Good Governance relating to Collectively Accountable states that the responsibilities of a Corporation should be supported by a schedule of delegation which sets out how each responsibility is to be met and by whom, including those items which the Board delegates to the CEO

The Committee reviewed the document and agreed this very succinctly set out all areas of the College's business, how each responsibility is met and by whom and was an excellent way of providing the support required to the Board and the Committees to enable them to discharge their responsibilities appropriately. It was suggested that the working schedule of policies could be amended to reflect the date when policies were last reviewed.

Resolved

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

- OSC50 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2022/23
- OSC51 Code of Conduct for Members of the Corporation: 2022/23
- OSC52 Governor Induction and Training Policy: 2022/23
- OSC53 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2022/23
- OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2022/23
- Instrument and Articles of Government
- Scheme of Delegation, subject to minor amendment as discussed

SGC.25.22 External Governance Portal

The Director of Governance presented a report detailing the proposal for the use of an External Governance Portal by the Board.

Members were advised that

- the Board has been operating paperless meetings since 2015 using the 'Governors Reading Room' hosted by the College
- following the cyber-attack at the College in June 2019, this facility was terminated and replaced by SharePoint for all meeting papers
- the Director of Governance had received support from an administrator who managed governance documents in the 'Governors Reading Room', but this ceased when they left in 2016, further support was provided by the Principal's PA who continued to upload documents until 2019 when this facility ceased

The Committee reviewed the detail of the proposal, noting the

- outcome of the demonstrations by the following external governance portal providers considered by the Chair and Director of Governance
 - Governor Hub
 - Board Intelligence
 - Decision Time
 - Team Engine
- prices quoted by each provider
- recommendations by other FE Colleges currently using each of the systems

Members discussed the issues raised and, in response to questions, were advised that

- the Board have considered that, since the cyber-attack in 2019, it may be beneficial to use an external portal to host governance documents that is completely separate from any of the College's systems, thus giving additional security in the event of any future cyber-attacks
- the current Sharepoint facility has proved difficult to access for most governors and is not being used. Governors choose to have papers emailed to them, which is a risk with sending to the wrong person or incorrect files being emailed

- Governor Hub is not recommended as this system is designed for schools rather than colleges
- there is a significant difference in price between Team Engine and Decision Time and Board Intelligence, but each system offers all facilities required to operate governance arrangements for a College Board
- the College's Head of IT has conducted due diligence on the Team Engine's security arrangements and was pleased to commend the extent of these

It was agreed that the use of an inclusive, bespoke system that streamlines the whole process for managing governor meetings would free up some time for the Director of Governance to enable her to concentrate on other governance issues.

Members agreed that as Team Engine's quotation is significantly lower than Board Intelligence and Decision Time, at £9,000 for 3 years, they should be recommended as the external governance portal for use by the Board.

Resolved

The Search and Governance Committee approves and recommends to the Corporation Board for approval the appointment of Team Engine as the Board's external governance portal provider

SGC.26.22 External Board Reviews

The Director of Governance presented a report detailing the requirement for external governance reviews.

Members were reminded that the requirement for the Corporation Board to undertake an external governance review had been considered at the Strategy Committee meeting on 26 May. It was recommended that further consideration should be given by the Search and Governance Committee with regard to a timeline for the review, costs and budget, and choice of reviewer.

Members were advised on the number of companies currently advertising their services for conducting external reviews and reviewed the document provided by the Association of Colleges (AoC), which sets out the scope and detail for a review together with their team of reviewers, who are all National Leaders of Governance (NLG) and have been assessed to carry out reviews.

The Director of Governance advised that she had been in contact with the AoC who have quoted circa £5k to conduct a review which would take between 8-10 days.

In discussion, members agreed that the proposal from the AoC was the most appropriate to adopt as the report produced from their reviews will be moderated and it was not known if other providers' reports would be.

In terms of the timeline, it was agreed that spring 2023 was the most appropriate time for a review to be undertaken as the autumn term was extremely busy. However, it was felt that with some 200 colleges having to do an external review by 2024, and with a limited number of reviewers it would be prudent to secure a suitable date now for a review. The Director of Governance would contact the AoC to ascertain potential dates in time for the Board to consider at the July meeting.

Resolved

The Search and Governance Committee approves and recommends to the Corporation Board that

- an external governance review is conducted in spring 2023
- the AoC are retained to conduct an external governance review at an estimated cost of £5k, noting that the review would take between 8-10 days

SGC.27.22 Code of Good Governance for English Colleges

The Director of Governance presented the audit of compliance against the revised changes to the Code of Good Governance for English Colleges.

Members were reminded that

- the Code of Good Governance for English Colleges was introduced by the AoC in March 2015 and was adopted by the Corporation Board
- the funding agencies continue with the current funding condition that English colleges either adopt the Code or alternatively have due regard to the UK Corporation Governance Code. Colleges are expected to state its adoption of the Code in the corporate governance statement contained in its annual audited accounts
- at the meeting held on 10 February 2022, the audit of compliance against the changes in the revised document was presented as work in progress and agreed that a final version would be considered at the next meeting

The Committee was advised that

- the final revised version was published by the AoC on 1 October 2021 and is to be used from the 2021/22 academic year
- the key changes in the revised version are:
 - review of the wording of the provisions in each principle
 - introduction of Environmental Sustainability
 - update of EDI principle
 - governance review principle combined with governance structure principle
 - full integration of the SPH Remuneration Code

Members reviewed the work completed on the audit of compliance since the previous meeting and agreed that this provided a good base document which adequately evidences that the College is compliant with the revised code. However, it was acknowledged that work would continue during the year to update the document in light of any future changes to the Code.

Resolved

The Search and Governance Committee approves and recommends to the Corporation Board for approval the audit of compliance with the Code of Good Governance, noting that work would continue during the year to update the document in light of any future changes to the Code

SGC.28.22 Terms of Reference and Standing Orders of the Search and Governance Committee: 2022/23

The Director of Governance presented a report, which outlined the need to review, on an annual basis, the Committee's Terms of Reference and Standing Orders.

Members were advised that no changes to the document were proposed.

Members noted the impact measures arising from the report.

Resolved

The Search and Governance Committee approves and commends to the Board the Terms of Reference and Standing Orders of the Search and Governance Committee: 2022/23.

SGC.29.22 Annual Schedule of Business for 2022/23

The Director of Governance presented a report, which outlined the need to review, on an annual basis, the Annual Schedule of Business for the Corporation Board and Committees.

Members reviewed the document, noting the change in format to show the date of each Committee and Board meeting throughout the year and the items of business to be brought to that meeting, and agreed this reflected all matters to be addressed, acknowledging that this can be updated during the year to reflect the requirements of the business.

It was noted that each committee would be asked during the summer term to review their items of business. The Search and Governance Committee agreed this reflected the business that would need to be conducted by this committee during the year.

Members noted the impact measures arising from the report.

Resolved

The Search and Governance Committee approves and commends to the Board the Annual Schedule of Business of the Search and Governance Committee: 2022/23

SGC.30.22 Termly review of the attendance at meetings of the Corporation Board and its Committees 2021/22: Spring Term 2022

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Spring Term 2022.

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 spring term had been excellent, particularly the student governors who continue to have good attendance.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report

SGC.31.22 Governors' Development and Training Programme 2021/22: Spring Term 2022

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 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2022

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 were advised that the Governance Development Programme run by the Education Training Foundation (ETF), which the Board joined in 2021, has moved to a different platform and as a consequence of this the ETF have extended the subscription to this programme to March 2023.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.32.22 Any other business

Members noted that there was no other business.

SGC.33.22 Dates of scheduled meetings: 2022/23

Thursday 6 October 2022

Thursday 9 February 2023

Thursday 11 May 2023

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 black ink, appearing to read 'A. Baird', is written over a horizontal dotted line.

DATE: 13 October 2022