

## THE CORPORATION OF EAST SURREY COLLEGE

### SEARCH AND GOVERNANCE COMMITTEE

#### MEETING HELD ON THURSDAY 11 FEBRUARY 2021 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	
Simon Bland	Independent Member	
Colin Monk	Independent Member	

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

Sue Glover	Director of Governance
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#### **SGC.01.21 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 declarations of interest.

#### **SGC.02.21 Apologies for Absence**

There were no apologies for absence.

#### **SGC.03.21 Notification of Any Other Business**

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

#### **SGC.04.21 Unconfirmed minutes of the meetings of the Search and Governance Committee held on 1 October 2020**

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

#### **SGC.05.21 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.06.21 Risk Management: Spring Term 2021**

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 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

- the risk rating for SG3.3 relating to Employment Tribunal cases should be increased from 'green' to bring this into an 'amber' risk overall. Although the College has not had any tribunal cases for many years, it acknowledges that in the current environment any employment issue is sensitive and could grow. In addition, it was agreed that the words 'due to the abolition of fees' is removed from the heading of the risk
- the risk rating for SG3.7, relating to Serious Accident, reverts to its original medium 'amber' rating. Whilst there have been no serious accidents due to the fact that staff and students are not in college at this time, it was felt prudent not to reduce this as an 'amber' rating could be needed once there is a return to college
- whilst reference is made to the governors self-assessment to support the evidence of governor challenge within risk SG4.2, it would be helpful to include a link to the self-assessment document

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 2021 and commends the report for approval by the Board.

### **SGC.07.21 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 18, made up as follows:
  - 13 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

- during the course of the academic year, it would be necessary to consider the reappointment of the following independent members:
  - Phillip Kerle – period of office ends 31.07.21 – to be considered at Summer term meeting
  - Bob Pickles – period of office ends 31.07.21 – to be considered at Summer term meeting

Members agreed that, although the Board decided not to increase the size of membership at this time, it would be prudent to carry out an up to date Skills Audit to identify whether there are any skills gaps in experience or expertise in the light of recent retirements. The Director of Governance will present the outcome to the next meeting for consideration.

### **Student Members**

The current ESC Student Member, Leo Fox, and JRC Student Member, Carmen Dowling, have been appointed to serve until 31 July 2021. 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 2020/21, which took effect from 1 September 2020, 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 Board and Committees put in place by the Board during the current Coronavirus situation.

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
- the outcome of a skills audit will be presented to the next meeting

## **SGC.08.21 Link Governors' Scheme**

The Director of Governance presented, for consideration and approval, a report detailing the Link Governors' Scheme.

Members were advised that

- a number of FE College Boards have Link Governors for specific areas
- Link Governors can play an important role in keeping the governing body informed on the work of the college as well as enabling the governing body to monitor key areas of college evaluation and improvement plans

- they are also a useful way for positive links with staff to be developed

The Committee was reminded that at ESC, there has been a Link Governor for Safeguarding including Prevent in place for a number of years and, more recently, one added for Higher Education. To help support the College with its Careers Strategy and their involvement with The Careers and Enterprise Company (Coast to Capital), a further Link Governor for Careers has been added.

As there are now three Link Governor roles in place, the Committee is asked to consider formalising the Link Governors' Scheme, their roles and how they will keep the Board informed.

Members reviewed the detail of the report and the role summary for each Link Governor, noting that the role summary for the Link Governor for Safeguarding including Prevent was approved by the Board in July 2020, but is presented with an amendment as the role now includes 'Looked After Children'.

In discussion, it was agreed that as there are now three Link Governor roles in place, it would be prudent to formalise the scheme as it would be a very effective way of enabling the Board to be kept informed on the work of the college in specific areas. Members agreed that each role summary was appropriate and there was nothing further to add. A standing item would be introduced on the agenda for meetings of the Corporation Board to enable each Link Governor to report on activities undertaken during the term.

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

### **Resolved**

The Search and Governance Committee approves and recommends to the Corporation Board for approval

- The Link Governors' Scheme and the role summaries for
  - Higher Education
  - Careers
  - Revision to Safeguarding including Prevent

### **SGC.09.21 Governors' Quality Improvement Plan 2020/21: Spring Term 2021**

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2020/21: Spring Term 2021.

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 2020/21 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.

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: 2020/21: Spring Term 2021 and commends the document for the approval by the Board

## **SGC.10.21 Review of College Governance with the members of the Corporation: 2020/21**

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 2020 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 over the last year the Board lost the services of two longstanding members
- There continues to be the 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 move to 'virtual' meetings has been largely successful, although some governors commented that there were limitations with MS Teams and perhaps alternative technology might be investigated to improve this
- 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
- 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 were improving focus and incisiveness and appreciated the movement towards matters being reported as an 'Executive Summary' with annexes, which they could consult if they needed more granular detail

### **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 most commented positively on the quality of the relationship between governors and the Senior Management Team
- Governors were extremely appreciative of the way in which the Executive has met the challenge of merger with John Ruskin and the impact of the Covid pandemic
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation
- The introduction of a brief 'part 3' meeting attended by only independent governors after each full Board meeting was regarded as a worthwhile move

### **Conclusion**

Members considered the conclusion of the report, noting that the outcome of the 2020/21 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 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: 2020/21
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

### **SGC.11.21 Termly review of the attendance at meetings of the Corporation Board and its Committees 2020/21: Autumn term 2020**

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Autumn Term 2020.

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.12.21 Governors' Development and Training Programme 2020/21: Spring Term 2021**

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 2020 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2021

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 Education and Training Foundation (ETF) have recently launched a new Governance Development Programme, which could benefit the Board. It was agreed that the Director of Governance would ascertain details and advise members accordingly.

Members noted the impact measures arising from the report.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.13.21 Any other business**

Members noted that there was no other business.

**SGC.14.21 Dates of scheduled meetings: 2020/21**

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:**



**DATE: 13 May 2021**