

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 7 MAY 2020 VIA MICROSOFT TEAMS

Meeting commenced: 18.00

Meeting ended: 19.10

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.16.20 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.

SGC.17.20 Apologies for Absence

There were no apologies for absence.

SGC.18.20 Notification of Any Other Business

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

SGC.19.20 Unconfirmed minutes of the part 1 and part 2 meetings of the Search and Governance committee held on 6 February 2020

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

SGC.20.20 Matters arising and action points from the minutes of the meetings

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

Members reviewed the Action Points arising from the meetings and agreed that satisfactory progress had been made.

SGC.21.20 Risk Management: Summer 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 changes in government policy:** fundamental 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 the highlighted revisions to each of the risk areas, noting in particular

- Risk S10 – due to Covid-19, accreditation staff at the RICS have been furloughed. University of Chichester staff are unable to carry out the essential validation visit at ESC. It was agreed to add this as an emerging contributing risk as the outcome currently is that students will be unable to commence in September
- Risk R1 – impact of Covid-19 has meant significant changes to how students are monitored for safeguarding with individual tracking tightened at ESC/JRC taking into account remote engagement in learning. Members were advised that the College is following stringent guidelines from the DfE and local authorities with appropriate daily reporting to them. However, it was agreed prudent to raise this risk from amber to red
- Risk S7 – contributing risk 3 moves from amber to red as the impact of Covid-19 will inevitably have an impact on recruitment and the timing of enrolment. However, it was acknowledged this may be lessened as new opportunities are sought
- There are risks around the readiness of the JRC capital project due to Covid-19 which has a separate register dedicated to the risks associated with the capital project

Members discussed the proposed amendments and agreed that these were appropriate. However, it became clear that the current Covid-19 Pandemic was having an impact on all College risks at this time.

It was agreed that the College is doing all it reasonably can under the current circumstances to mitigate risks and it would be difficult to make changes to each risk as the circumstances relating to each one are constantly changing in the light of government advice and guidance on Covid-19. The Committee considered that all risks across all registers are major risks at this time and there will be new ones emerging as Covid-19 progresses. It was agreed that each of the Committee's risk registers should have an overarching risk to reflect Covid-19 as the key risk affecting all operations of the college and that once the College is able to finalise plans for reopening all of the risks would be re-evaluated.

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

Resolved

The Search and Governance Committee approves the report on the updated assessment of risks for the Summer Term 2020 and commends the report for approval by the Board, subject to amendment as discussed, and for each Committee's risk register to include an overarching risk relating to Covid-19 as discussed.

SGC.22.20 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

- There are no reappointments due for the remainder of 2019/20
- 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

Student Members

The current student members will complete their term of office on 31 July 2020 and arrangements are in hand to seek to ensure that nominations for new Student Members from each college might be considered at the meeting of the Corporation Board in July.

Staff Members

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

Membership of Committees

Members reviewed the current committee structure, noting the vacancies that will occur when members retire at the end of the year.

The Committee was advised that, as previously, Corporation Members would be invited at the July Board to give an expression of interest to the Director of Governance of any change in the committee they currently serve on and whether they would be willing to serve on more than one committee as well as the Strategy Committee for 2020/21.

Members discussed the forthcoming vacancies on committees and, in the light of members' skills and expertise, it was agreed that

- Simon Bland is invited to serve on the Search and Governance and Senior Postholders' Employment Committee from 2021
- Colin Monk could potentially assume the Chair of SPEC, however, this will be for the committee to formally consider at the appropriate time
- the Audit Committee would reduce from 5 to 4 members serving on the committee from 2021. It was acknowledged that those remaining on the committee have the requisite skills and expertise to deal with the business of this committee

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, which now includes the location of members.

Link Governors

The Director of Governance presented, for consideration and approval, the role summary for the Link Governor for Safeguarding and Prevent.

Members were reminded that the Corporation Board appoints a Governor, normally the Vice Chair of the Corporation, with a special focus on Safeguarding including Prevent to undertake the role of Link Governor in this area. It is considered good practice in FE Colleges to formalise this function by way of a role summary.

In discussion, members agreed that it would be prudent to follow good practice and to formalise this function and that the role summary presented was appropriate.

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 Simon Bland is invited to serve on the Search and Governance and SPEC committees from 2021
- that changes to the committees would continue to be kept under review by the Chair, Chief Executive and Director of Governance during their termly meetings
- that members would be invited at the July Board to give an expression of interest to the Director of Governance of any change in the committee they currently serve and whether they would be willing to serve on more than one committee in addition to the Strategy Committee for 2019/20
- to approve and recommend to the Corporation Board that the role of the Link Governor for Safeguarding including Prevent is formalised with the role summary presented

SGC.23.20 Governors' Quality Improvement Plan 2019/20: Summer Term 2020

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2019/20: Summer 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 Governors QIP is 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. It was noted that the document indicated the College was closed during the Covid-19 Pandemic when in fact it was still open with a skeleton of relevant staff and it was agreed the QIP would be amended accordingly.

Members were advised that the self-assessment process for 2019/20 would still be carried out even though the annual strategy event for governors had been postponed in the light of Covid-19.

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: Summer Term 2020, subject to amendment as discussed, and commends the document for approval by the Board

SGC.24.20 Governance Policies

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

Gov01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2020/21

Members were informed that

- the annual update of the document is considered on the basis of any changes to relevant documents eg 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
- although the Board agreed to reducing the level quoracy from 40% to 30%, no amendment has been made to this clause as this has been made on a temporary basis in the light of Covid-19 and the resolution made in the Board meeting minutes clearly indicate that the level will be returned to 40% post Covid-19

Members reviewed the document and agreed to the proposed minor amendments.

GOV02 Code of Conduct for Members of the Corporation: 2020/21

Members were advised that

- the annual update 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 has been updated in conjunction with the latest updates issued by Eversheds
- 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 to the proposed amendments.

Gov03 Governor Induction and Training Policy: 2020/21

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

Gov04 Public Attendance at Meetings, Access to Corporation Business and Confidentiality Policy: 2020/21

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

Gov05 Governor Recruitment and Succession Planning Policy and Procedure: 2020/21

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

Instrument and Articles of Government

Members were advised that no changes to the document were proposed. As indicated under the Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board, it was agreed that the level of quoracy remains unaltered. However, members suggested that reference to meetings being recorded during those held by video/teleconferencing facility is added.

Resolved

The Search and Governance Committee approves and commends to the Corporation Board, subject to further amendment as discussed:

- GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2020/21
- GOV02 Code of Conduct for Members of the Corporation: 2020/21
- GOV03 Governor Induction and Training Policy: 2020/21
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2020/21
- GOV05 Governor Recruitment and Succession Planning Policy and Procedure: 2020/21
- Instrument and Articles of Government, subject to amendment as discussed

SGC.25.20 Terms of Reference and Standing Orders of the Search and Governance Committee: 2020/21

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: 2020/21.

SGC.26.20 Annual Schedule of Business of the Search and Governance Committee: 2020/21

The Director of Governance presented a report, which outlined the need to review, on an annual basis, the Committee's Annual Schedule of Business.

Members were advised that the document has been compiled to include the items of business that need to be addressed by each Committee and items for consideration by the Corporation Board. The Search and Governance Committee are asked to consider the items for business relevant to this committee.

Members reviewed the document and agreed this reflected the business that would need to be conducted by the Committee during the current 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: 2020/21

SGC.27.20 Termly 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 during the Spring 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.

Members noted that there were no issues of significance arising from the report and that appropriate levels of attendance at meetings of the committees and the Corporation Board had been recorded.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.28.20 Governors' Development and Training Programme 2019/20: Summer 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 Spring Term 2020 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2020

The Committee expressed satisfaction with the commitment of governors during the first two terms 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.29.20 Any Other Business

Members noted that there was no other business.

SGC.30.20 Dates of Scheduled Meetings: 2020/21

Thursday 15 October 2020

Thursday 4 February 2021

Thursday 13 May 2021

All meetings commence at 18.00

Members were advised that since the meeting schedule had been approved by the Board, the date of the meeting on 15 October presented a conflict with college events. It was agreed that the date of the meeting would be changed to Thursday 1 October 2020.

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

SIGNED AS A CORRECT RECORD:



DATE: 1 October 2020