

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 10 OCTOBER 2019

Meeting commenced: 17.30

Meeting ended: 19.00

Boardroom, Redhill

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.28.19 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.29.19 Apologies for Absence

There were no apologies for absence.

SGC.30.19 Notification of Any Other Business

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

SGC.31.19 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 9 May 2019

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

SGC.32.19 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.33.19 Risk Management: Autumn Term 2019

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 were advised that the register is presented in a new format and the content for each risk revised to reflect the current status of each contributing factor.

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

- although the recent cyber-attack did not result in a data breach, it is a serious issue for the College's operations and, therefore, would be prudent to increase the contributing factor 'Security or data protection failure' under Risk R1, to 'red'
- the impact of economies and environmental issues should be taken into consideration and the relevant contributing factor under Risk R1 should be increased to 'amber'
- although Risk S7 is considered overall a significant 'amber' risk, those contributing factors indicated as red should remain as such

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 Autumn Term 2019 and commends the report for approval by the Board.

Jayne Dickinson left the meeting

SGC.34.19 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

- Bob Pickles, independent member, has given 6 months' notice of his intention to leave the Corporation Board due to changes with his employment
- the external co-opted member of the Audit Committee is due for reappointment in the Summer term 2020; there are no others. However, three independent members will finish their final term of office during 2020

Student Members

The current ESC Student Member, Amran Mohamed, and JRC Student Member, 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.

Members were advised that 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 2020.

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 11 July 2019, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve. 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.

Members were informed that the current Chair of the Audit Committee, Andrew Gilchrist, will be finishing his final term of office in April 2020. He has agreed to step down as Chair of the Committee at the next meeting in December but will continue to serve on this committee until he finishes his current term to support the new Chair. Alex Hayman, who currently serves on this committee, has indicated his willingness to take up the role of Chair of the Audit Committee and his appointment will be formally considered at this meeting.

Gender Balance

Members noted

- the current gender balance of the membership of the Board and its S
- the gender balance of the chairs of the Board and its committees

Members discussed the issues arising from the report and agreed that

- in view of the forthcoming resignation and retirements of independent members, the committee would continue to seek suitable candidates, in particular practitioners in industry who would further strengthen the skills and expertise of the current Board
- changes to the committees would continue to be kept under review by the Chair, Chief Executive and Director of Governance during their termly meetings
- although there are separate safeguarding meetings for each campus, the Board will continue to have one governor safeguarding lead who will monitor both 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
- to continue to seek suitable candidates, in particular practitioners in industry
- changes to the committees to be kept under review by the Chair, Chief Executive and Director of Governance at their termly meetings
- although there are separate safeguarding meetings for each campus, the Board will continue to have one governor safeguarding lead who will monitor both campuses

SGC.35.19 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 2018/19

- 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 2018/19 were built on those identified in 2017/18 and were further informed by the Governance Self-Assessment in 2018 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 will be 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 2018/19 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 NUS' Student Governor Support Programme
- 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 that the total hours spent by governors on development and training since 2014/15 was:

- In 2014/15 the total hours were 329, an average of 17.32 per individual
- In 2015/16 the total hours were 305, an average of 17.04 per individual
- In 2016/17 the total hours were 280, an average of 14.00 per individual
- In 2017/18 the total hours were 343, an average of 17.15 per individual
- In 2018/19 the total hours were 410.5, an average of 15.79 per individual

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 2018/19
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2019/20

SGC.36.19 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
- this Code replaces the previous English Colleges' Foundation Code of Governance
- the Audit and Accountability Annex to the previous Code which was issued on 31 March 2013 and adopted by the Corporation Board on 10 July 2014 has been confirmed redundant by the AoC as the new Code contains a section on Finance and Audit
- 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 and agreed there were no further changes required.

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: 2019/20

SGC.37.19 Governors' Quality Improvement Plan (QIP) 2018/19

The Director of Governance presented, for consideration and approval, the final Governors' Quality Improvement Plan: 2018/19.

Members were advised that previously the Learning and Quality Committee had considered the QIP, but it had been agreed that the Search and Governance Committee would assume responsibility for monitoring this as it relates to the membership and performance of the Board, which is a key responsibility of this committee.

The Committee was reminded that the QIP had been approved at the meeting of the Corporation Board held on 11 July 2019 and was now submitted for the final 'sign-off' by the Committee, following an update of progress during the remainder of the Summer term 2019. 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: 2018/19 and commends the document for the approval by the Board.

SGC.38.19 Governors' Quality Improvement Plan 2019/20: Autumn Term 2019

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

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; previously by the Learning and Quality Committee

Members were advised that the QIP currently contains the following areas for improvement/development and consideration is to be given to continue with these or whether there are any changes required:

- 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 for improvement/development and, in discussion, agreed that

- governors should be confident that they are providing sufficient challenge to management and that the QIP should demonstrate the evidence of doing so, for example, in the minutes of meetings. It was agreed that the area for development in the QIP, D2 – 'Keeping Governors Informed with Key Issues' was the most relevant section. The Director of Governance would update the QIP to reflect this and circulate to the committee for further comment
- all other current areas for improvement/development were relevant and should remain in the QIP

Members noted the key impact measures arising from the report.

Resolved

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2019/20 Autumn Term 2019 and commends the document for the approval by the Board, subject to further amendment as discussed

Andrew Baird left the meeting and Liz Rushton assumed the Chair

SGC.39.19

Annual Report of the Search and Governance Committee: 2018/19

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

- the committee played a significant role during the merger with John Ruskin College in advising the Board with regard to membership and the successful recruitment of four new independent members from the John Ruskin Board
- there were no resignations during the year and one reappointment of an independent member
- there are currently no vacancies
- 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: 2018/19 and commends the Report to the Board

SGC.40.19 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.

Resolved

The Search and Governance Committee approves that the minutes recorded as restricted in 2018/19 should available

SGC.41.19 Annual review of the attendance of members at meetings of the Corporation Board and its Committees: 2018/19

The Director of Governance presented a report, which provided details of the attendance of members at meetings throughout the year 2018/19.

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.42.19 Annual review of the business of the Search and Governance Committee: 2018/19

The Director of Governance presented a report, which provided the annual review of the business of the Committee during 2018/19.

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 noted that all Action Points had been addressed to the satisfaction of the Committee.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.43.19 ANY OTHER BUSINESS

Members noted that there was no other business.

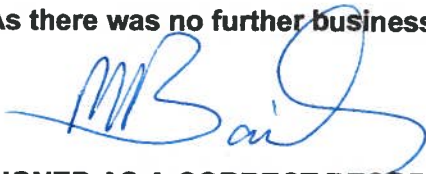
SGC.44.19 DATES OF SCHEDULED MEETINGS: 2019/20

Thursday 6 February 2020 - Croydon

Thursday 14 May 2020 - Redhill

All meetings commence at 18.00

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

A handwritten signature in blue ink, appearing to be 'M Baird', written in a cursive style.

SIGNED AS A CORRECT RECORD:

DATE: 6 February 2020

