

Meeting commenced: 19.45

Meeting ended: 20.30

**PRESENT**

Mr Andrew Baird  
Mrs Liz Rushton  
Mrs Jayne Dickinson  
Ms Rosemary French  
Mr Colin Monk

Independent Member  
Independent Member  
Principal and Chief Executive  
Independent Member  
Independent Member

Chair

**CLERK TO THE COMMITTEE**

Mrs Sue Glover

Clerk to the Corporation

**SGC.37.18 DECLARATION OF INTERESTS**

Members and officers were reminded of the need to declare any personal or financial interest in any item to be considered during the meeting.

**SGC.38.18 APOLOGIES FOR ABSENCE**

There were no apologies for absence.

**SGC.39.18 NOTIFICATION OF ANY OTHER BUSINESS**

The Chair advised that he had an item to be considered relating to the senior structure of the new College post-merger. It was agreed that, in the light of the confidentiality surrounding aspects of the proposed merger, this would be recorded under a restricted minute.

**SGC.40.18 UNCONFIRMED MINUTES OF THE PART 1 AND PART 2 MEETINGS OF THE  
SEARCH AND GOVERNANCE COMMITTEE HELD ON 17 MAY 2018 AND THE  
EXTRAORDINARY MEETING HELD ON 24 MAY 2018**

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

**SGC.41.18 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.42.18 RISK MANAGEMENT: AUTUMN TERM 2018**

The Principal and Chief Executive presented, for consideration and approval, a report, which provided details of the areas of risk which 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:** significant risk – no change

Members considered the detail of the highlighted revisions to each of the risk areas and, in discussion, agreed that following completion of the merger the Risk Register will require a full review in order to incorporate post-merger activities.

In the interim period before the merger takes place, members considered that the proposed amendments to the risk register were appropriate and that the grading of Risk S10 – 'Inappropriate responses to change in government policy' could be downgraded to 'amber' from 'red' and Risk R2 – 'ineffective governance and management arrangements', could be downgraded to 'green' from 'amber' as the factors and controls in place to mitigate the risks demonstrate that a higher level is not necessary.

Members suggested that post-merger the new College Board should set aside time to consider the new College strategically, which would include risk management. It was agreed that a date is arranged following completion of the merger, possibly a Saturday morning in March, before the March Board.

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 assigned to the committee for the Autumn Term 2018, subject to further amendment as discussed, and commends the report for approval by the Corporation Board.

#### **SGC.43.18 MEMBERSHIP OF THE CORPORATION**

The Clerk to the Corporation 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.

##### **Independent Members**

##### **Current Membership**

Members were advised that there are currently no vacancies following the appointments of new members at the July meeting of the Corporation Board. However, in the light of the proposed merger with John Ruskin College, consideration is being given under Part 1 of this meeting to the potential appointment of some of their members post-merger.

**Mrs Liz Rushton left the meeting.**

##### **Re-appointment of Mrs Liz Rushton**

Members noted the need to consider the re-appointment of Mrs Liz Rushton whose period of appointment expires on 31 December 2018.

Members were advised that, since her appointment to the Board in 2014, Mrs Rushton has

- Served as a member of the Finance and Resources Committee; member and Chair of the Learning and Quality Committee; member of the Search and Governance Committee and a member and of the Senior Postholders' Employment Committee
- Served as Vice Chair of the Corporation
- Served as Link Governor for Safeguarding
- Acted as a mentor for new members

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

Members were informed that Mrs Rushton has indicated her 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 Mrs Rushton be recommended for re-appointment.

**Mrs Rushton re-joined the meeting.**

**Mr Andrew Baird left the meeting.**

#### **Extension of term of office for Mr Andrew Baird**

Members were advised that, although Mr Baird's current term of office does not expire until 31 December 2019, in order to provide continuity it will be necessary to extend the period until 31 August 2020 to coincide with his current term of office as Chair of the Corporation.

Members agreed with the extension to Mr Baird's current term.

**Mr Baird re-joined the meeting.**

#### **Student Members**

The current student members were appointed at the end of the Summer Term 2018 and are thus able to serve for a whole year.

Members were advised that arrangements are in hand to seek to ensure that nominations for two new Student members might be considered at the meeting of the Corporation Board to be held in July 2019.

#### **Staff Members**

Members were reminded that the current academic staff member, Ms Kirsty Penfold, was appointed for a four-year term with effect from 1 August 2016 and the current support staff member, Mr Charlie Martin, was appointed for a four-year term with effect from 8 December 2016.

#### **Membership of Committees**

The Committee was advised that at the meeting of the Corporation Board held on 12 July 2018, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve. The committee membership for 2018/19 which took effect from 1 September 2018 was reviewed and it was noted that each committee has a full complement of appropriately qualified and experienced members.

Members were informed that following the retirement of Mr Ray Elgy who was the Chair of the Finance and Resources Committee, Mr Phillip Kerle, was elected by members of the committee at the first meeting of the academic year and his appointment will need to be endorsed by the Corporation Board at the December meeting.

### **Gender Balance**

Members noted

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

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

### **RESOLVED**

The Search and Governance Committee receives and notes the report and recommends to the Corporation Board that

- Mrs Liz Rushton is re-appointed as an independent member effective 1 January 2019 for a second four year
- Mr Andrew Baird's current term of office is extended to end on 31 August 2020
- Mr Phillip Kerle is appointed Chair of the Finance and Resources Committee

### **SGC.44.18 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME**

The Clerk to the Corporation 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 2017/18

- 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 2017/18 were built on those identified in 2016/17 and were further informed by the Governance in 2017 and the consequent Governors' Quality Improvement Plan.

The skills audit and training needs analysis exercise was undertaken in the Autumn Term 2017 and reported to the Committee in October 2017. Both the skills audit and training needs analysis have been updated following the recent resignations and new members joining. Members reviewed the training needs analysis, noting that additional knowledge is required in some areas and, in discussion, agreed that this was attributable to new members who will need to develop relevant knowledge during their initial period of office with the help of the induction process and mentoring scheme.

The Clerk advised that it is the intention for some refresher training with regard to some of the statutory governance documentation to be given to governors at the strategic planning event at the end of January 2019. The Committee agreed that this would be appropriate and also suggested that perhaps this could include a briefing by the student governors on the Student Union Constitution.

Members considered proposals for the new year in light of the programme undertaken in 2017/18 and agreed that

- Opportunities will continue to be given to members to attend external meetings and conferences eg 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 eg AoC Governance Briefings
- Appropriate governance update documents will continue to be lodged for reference in the e-Reading room
- 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 2012/13 was:

- In 2012/13 the total hours was 283, an average of 15.74 per individual
- In 2013/14 the total hours was 341, an average of 18.94 per individual
- In 2014/15 the total hours was 329, an average of 17.32 per individual
- In 2015/16 the total hours was 305, an average of 17.04 per individual
- In 2016/17 the total hours was 280, an average of 14.00 per individual
- In 2017/18 the total hours was 343, an average of 17.15 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 2017/18
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2018/19

**SGC.45.18 CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES**

The Clerk to the Corporation presented, for consideration and approval, the East Surrey College 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
- It is necessary to review the extent to which the College has complied with the requirements of the Code of Good Governance

Members were advised that the Code has not been revised by the AoC since it was introduced. However, in September 2018 the AoC have advised that they are proposing to make an amendment to the section relating to the Remuneration of Senior Post Holders and introduce a Colleges Senior Staff Remuneration Code. The proposal is currently open for consultation, which finishes at the end of November 2018 and if agreed implemented in December 2018. It was agreed that compliance with this would be incorporated into the Audit of Compliance once confirmed and the Remuneration Code presented to the next meeting of the Senior Postholders' Employment Committee.

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 suggesting some further amendments.

Members noted the key impact measures arising from the document.

**RESOLVED**

The Search and Governance Committee approves, subject to further changes as discussed, and recommends to the Corporation Board the East Surrey College Audit of Compliance with the Code of Good Governance for English Colleges: 2018/19

**SGC.46.18 ANNUAL REPORT OF THE SEARCH AND GOVERNANCE COMMITTEE: 2017/18**

The Clerk to the Corporation 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

- There has been one retirement and three resignations of independent members during the year
- There has been four independent members appointed during the year
- There are currently no vacancies
- There were no reappointments of independent members
- 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: 2017/18 and commends the Report to the Board

**SGC.47.18 ANNUAL REVIEW OF THE RESTRICTED MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE**

The Clerk to the Corporation presented a report in which she outlined 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 there were no restricted minutes to be considered for review.

**AGREED**

The Search and Governance Committee receives and notes the report.

**SGC.48.18 ANNUAL REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2017/18**

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings throughout the year 2017/18.

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 key issues arising from the analysis
- 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.

Members noted the impact measures arising from the report.

**AGREED**

The Search and Governance Committee receives and notes the report.

**SGC.49.18 ANNUAL REVIEW OF THE BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2017/18**

The Clerk to the Corporation presented a report, which provided the annual review of the business of the Committee during 2017/18.

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.50.18 ANY OTHER BUSINESS**

As advised the item raised would be recorded under a restricted minute.

Members noted that there was no other items of any other business.

**SGC.51.18 DATES OF SCHEDULED MEETINGS: 2018/19**

Thursday 7 February 2019

Thursday 16 May 2019

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. B. Bain', written over a horizontal line.

**DATE:** 7 February 2019