



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

PART 1 MEETING HELD ON THURSDAY 17 MAY 2018

Meeting commenced: 18.00

Meeting ended: 19.00

PRESENT

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

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Mrs Liz Rushton
Mr Ray Elgy

Independent Member
Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

Members were advised that as absences had been known in advance, Mr Colin Monk had been invited to attend as an independent member to provide relevant expertise and to ensure that the meeting was quorate.

SGC.13.18 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 advised that Dr Ganesh Kumar is known to him.

SGC.14.18 APOLOGIES FOR ABSENCE

Apologies for absence were received from:

Mrs Liz Rushton - personal commitments
Mr Ray Elgy - business commitments

AGREED

The Committee accepts the apologies for absence.

SGC.15.18 INTERVIEW FOR MEMBERSHIP OF THE CORPORATION: MR ALEX HAYMAN AND DR GANESH KUMAR

The Chair informed members that the applications of Mr Alex Hayman and Dr Ganesh Kumar had been received because of the two vacant positions for independent members.

18.10 Mr Alex Hayman joined the meeting

The Chair welcomed the applicant to the meeting and, following introductions indicated the basis on which the Search and Governance Committee would consider his application.

Members interviewed Mr Hayman relative to his completed Governor Application Form and curriculum vitae. At the conclusion of the interview, Mr Hayman was invited to ask questions of the Committee and to affirm his continued candidacy for appointment. Mr Hayman confirmed his continued candidacy.

At the conclusion of the interview, the Chair thanked the applicant for his attendance and indicated that the decision of the Committee would be communicated the following day.

18.30 Mr Hayman left the meeting

18.35 Dr Ganesh Kumar joined the meeting

The Chair welcomed the applicant to the meeting and, following introductions indicated the basis on which the Search and Governance Committee would consider his application.

Members interviewed Dr Kumar relative to his completed Governor Application Form and curriculum vitae. At the conclusion of the interview, Dr Kumar was invited to ask questions of the Committee and to affirm his continued candidacy for appointment. Dr Kumar confirmed his continued candidacy.

At the conclusion of the interview, the Chair thanked the applicant for his attendance and indicated that the decision of the Committee would be communicated the following day.

18.45 Dr Kumar left the meeting

Members discussed the applications of Mr Hayman and Dr Kumar relative to

- The response to the set of questions asked by the members of the Committee
- The relevance of the experience both candidates would bring to the Corporation
- The skills and diversity requirements of the membership of the Corporation
- Forthcoming vacancies for independent members or co-opted members

It was agreed that Mr Hayman and Dr Kumar are both appointed as independent members of the Corporation. Their appointments will be formally ratified at the next meeting of the Corporation on 12 July 2018, but in the meantime, the Clerk would arrange for their induction at the College.

RESOLVED

The Search and Governance Committee recommends to the Corporation that Mr Hayman and Dr Kumar be appointed as independent members of the Corporation.

At the conclusion of the Part 1 meeting, the Search and Governance Committee moved into a Part 2 meeting.

SIGNED AS A CORRECT RECORD:



DATE: 18 OCTOBER 2018



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

PART 2 MEETING HELD ON THURSDAY 17 MAY 2018

Meeting commenced: 19.00

Meeting ended: 19.55

PRESENT

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

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Mrs Liz Rushton
Mr Ray Elgy

Independent Member
Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.16.18 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.17.18 APOLOGIES FOR ABSENCE

Apologies were received from:

Mrs Liz Rushton - personal commitments
Mr Ray Elgy - business commitments

AGREED

The Committee accepts the apologies for absence.

SGC.18.18 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.19.18 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 8 FEBRUARY 2018

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

SGC.20.18 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.21.18 RISK MANAGEMENT: SUMMER TERM 2018

The Principal and 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:** significant risk – no change

Members considered the detail of the highlighted revisions to each of the risk areas and, in discussion, agreed that the amendments were appropriate.

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 2018 and commends the report for approval by the Board.

SGC.22.18 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.

The Committee considered issues arising from the report:

Independent Members

Current Membership

Members were advised that

- the Board currently has one vacancy for an independent member following the retirement of Mrs Isobel Wallace on 31 December 2017
- there will be two vacancies for independent members following the retirements of Mr Ray Elgy and Mr Ron Searle on 31 July 2018
- the number of independent members will continue to be subject to review in light of any future retirement or resignation
- there are no reappointments due for the remainder of the 2017/18 academic year

It was noted that two suitable candidates, Mr Alex Hayman and Dr Ganesh Kumar, had been interviewed in the Part 1 meeting and a recommendation for both of them to be appointed as independent members will be made to the Corporation in July. A third candidate is to be interviewed at an extraordinary meeting of the Committee on Thursday 24 May 2018.

Student Members

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 in July.

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

Members reviewed the committee structure, noting the vacancies that will occur once Mr Elgy and Mr Searle have left. The vacancies will be filled once the new independent members have been appointed, who will be asked to indicate their choice of committee and placed according to their skills and expertise.

Corporation members would be invited at the July Board to give an expression of interest to the Clerk 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 2018/19.

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 agreed

- to receive and note the report
- that members would be invited at the July Board to give an expression of interest to the Clerk 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 2018/19

SGC.23.18 GOVERNANCE POLICIES

The Clerk to the Corporation 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: 2018/19

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

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

GOV02 CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION: 2018/19

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 minor amendments made.

GOV03 GOVERNOR INDUCTION AND TRAINING POLICY: 2018/19

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

GOV04 PUBLIC ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY POLICY: 2018/19

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

GOV05 GOVERNOR RECRUITMENT AND SUCCESSION PLANNING POLICY AND PROCEDURE: 2018/19

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

RESOLVED

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

- GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2018/19
- GOV02 Code of Conduct for Members of the Corporation: 2018/19
- GOV03 Governor Induction and Training Policy: 2018/19
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2018/19
- GOV05 Governor Recruitment and Succession Planning Policy and Procedure: 2018/19

SGC.24.18 MODIFIED INSTRUMENT AND ARTICLES OF GOVERNMENT

The Clerk to the Corporation presented a report to consider the changes to be made to the Instrument and Articles of Government for East Surrey College.

Members were advised that the Corporation had agreed to adopt the modified Instrument and Articles of Government in December 2013, having considered a 'clean' baseline modified Instrument and Articles of Government together with a supplementary document produced by Eversheds explaining the basis on which changes might be made to the existing document.

The Instrument and Articles of Government have been further updated on the basis of the latest changes to the document by Eversheds.

Members reviewed the proposed changes to the document and agreed to the changes.

Members noted the impact measures arising from the report.

RESOLVED

The Search and Governance Committee approves and commends to the Board the Instrument and Articles of Government for East Surrey College.

SGC.25.18 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2018/19

The Clerk to the Corporation 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: 2018/19.

SGC.26.18 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2018/19

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

Members reviewed the document, which reflected the business conducted 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: 2018/19.

SGC.27.18 TERMLY 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 during the Spring Term 2018.

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.28.18 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2017/18: SUMMER TERM 2018

The Clerk to the Corporation 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 2018 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2018

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.29.18 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.30.18 DATES OF SCHEDULED MEETINGS: 2018/19

Thursday 18 October 2018

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:

DATE: 18 October 2018