

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 7 FEBRUARY 2019

Meeting commenced: 18.00

Meeting ended: 19.50

PRESENT

Mr Andrew Baird	Independent Member	Chair
Ms Rosemary French	Independent Member	
Mrs Liz Rushton	Independent Member	
Mr Colin Monk	Independent Member	
Mrs Jayne Dickinson	Chief Executive (College Group) Principal (East Surrey College)	

CLERK TO THE COMMITTEE

Mrs Sue Glover Clerk to the Corporation

SGC.01.19 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.02.19 APOLOGIES FOR ABSENCE

There were no apologies for absence.

SGC.03.19 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.04.19 UNCONFIRMED PART 2 MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 18 OCTOBER 2018

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

SGC.05.19 MATTERS ARISING AND ACTION POINTS FROM MINUTES OF THE MEETING

Members were advised that, although it was agreed at the previous meeting to set aside time, possibly before the March Board, to consider the new College strategically following the merger with JRC, which would include Risk Management, it had not been practical to do so due to the timing of the completion of the merger. The Committee were advised that a review of the Risk Register is planned to take place at the Governors' annual strategic planning event in June.

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

SGC.06.19 RISK MANAGEMENT: SPRING TERM 2019

The Chief Executive and Principal presented, for consideration and approval, a report, which provided details of the areas of risk specifically assigned to the Search and Governance Committee by the Board.

Members were reminded that the Search and Governance Committee is responsible for the oversight of

- **Risk S10: Inappropriate response to changes in government policy:** significant risk – downgraded from fundamental as agreed at the previous meeting
- **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 – downgraded from significant as agreed at the previous meeting

Members considered the detail of the highlighted revisions to each of the risk areas, and agreed to the proposed changes.

In discussion, the Committee agreed

- That it would be helpful for the Board to see a summary of the rationale for potential new courses/apprenticeships. It was agreed that ongoing, a summary would be presented to the Learning and Quality Committee
- It was appropriate to put in place heightened safeguarding measures following an issue at a tram stop involving JRC and Croydon College students and an attack on an ESC adult student in Reigate. Members were advised that an update on safeguarding including Prevent, which would cover the areas of both Colleges, is planned to be presented to all governors before the end of the Spring term

The Clerk advised that it may be appropriate to add in a new risk relating to the Insolvency legislation recently introduced. It was agreed that this would be included in the review of the risk register at the strategic planning event in June.

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

SGC.07.19 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

- During the merger process with JRC, up to four places were offered to JRC governors and four governors have been appointed from the date of completion of the merger
- The Corporation Board agreed that there would be no maximum number for the Board in order to accommodate additional members

- 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 2018/19

Student Members

The current student members for ESC were appointed at the end of the Summer Term 2018 and are thus able to serve for a whole year. Members were advised that the student member designate position has been taken up by Ms Alam Begum from 1 January 2019 who will serve until 31 July 2019. She will attend any meetings of the Learning and Quality Committee and Board in the absence of any of the ESC student members.

During the merger process with JRC, it was agreed that the two student members from the JRC Board would be included on the new College Board until the end of the current academic year, at which time the normal election process will be held.

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

Staff Members

The current academic staff member for ESC, Ms Kirsty Penfold, was appointed for a four-year term with effect from 1 August 2016. The support staff member, Mr Charlie Martin, leaves the College on 8 February 2019 and therefore will cease to be a staff member.

During the merger process with JRC, it was agreed that the two staff members from the JRC Board would be included on the new College Board until such time as their current appointments come to a natural end or until the end of the current academic year. Mr Shaka Anderson, support staff member, was appointed to the JRC Board in December 2018. Ms Abbee Cole, academic staff member, has served since 2015 and her appointment is due to come to an end on 11 May 2019.

The Clerk reminded the Committee that, whilst the Board had agreed to include the JRC staff and student members on the new College Board for the remainder of the current academic year, the Board had asked the Committee to consider an appropriate number from 2019/20 at this meeting.

In discussion, the Committee agreed that it was appropriate to keep the same level of two staff and two student members and that there should be one member from each college. As each college will have had resignations from staff members, which would leave each college with one staff member, it was agreed to retain these members and that no staff election to replace retiring members is required. The student member elections would take place at each college in the summer term and one member would be nominated from each and it was further agreed that each college nominate a student member designate who would attend meetings in the absence of the appointed student member.

Skills audit of members

The Committee reviewed the latest skills audit summary, which had been updated to reflect the skills and expertise of the JRC independent members. It was noted that the level of professional expertise had improved across the Board.

Membership of Committees

Members reviewed the current committee membership structure, noting the committees that the JRC governors will serve according to their skills and expertise.

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 and to recommend to the Corporation Board that the new College Board makes provision for two staff members, one from ESC and one from JRC, and two student members, one from ESC and one from JRC, from 2019/20. In addition, each college may also nominate a student member designate who would attend meetings in the absence of the appointed student member

SGC.08.19 REVIEW OF COLLEGE GOVERNANCE WITH THE MEMBERS OF THE CORPORATION: 2018/19

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 (Principal, Deputy Principal and Vice Principal) 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 2018 with all independent and staff governors
- Student governors have regular meetings with the Principal and Chief Executive which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Clerk to the Corporation
- The Principal and Chief Executive 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 capability of the Board has increased in recent years through an effective search process which identifies gaps in skills and capacity and then seeks to fill them as well as a period of stability in its membership
- There is a 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
- Further consideration will be needed on the development of the Board as longer serving members approach the end of their third and final term
- Participation in the College's performance management through the termly review programme is seen as valuable in building an understanding of the strengths and weaknesses of the organisation
- Learning Walks are valued as a means of developing a better appreciation of the curriculum and how staff and students work together
- 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
- There had been some comment that the 'Away Day' meeting should focus more on governance issues and less on college departmental activities
- The work of the Clerk 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

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 the quality of the relationship between governors and the Principal is crucial to the performance of the Board
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2018/19 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 discussed the key issues identified for improvement by governors during the course of the review, in particular

- The process for reviewing the effectiveness of policies and procedures upon renewal/review was considered to be too difficult to complete in some cases
- Although the 'mentor governor' scheme had led to mixed results, it was agreed that this would continue
- The focus for this year's 'away day' meeting would be on the integration of John Ruskin College, risk management and governor self-assessment
- Although governors feel that the Executive are extremely competent and the quality of the relationship between governors and the senior management team is very positive, it was important that an appropriate level of challenge must be maintained, which will continue to be reflected in the various meeting minutes

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: 2018/19
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

SGC. 09.19 TERMLY REVIEW OF THE ATTENDANCE AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES 2018/19: AUTUMN TERM 2018

The Clerk to the Corporation presented a report which provided details of the attendance of members at meetings during the Autumn 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 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.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report

**SGC.10.19 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2018/19:
SPRING TERM 2019**

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 Autumn Term 2018 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2019

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 noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.11.19 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.12.19 DATES OF SCHEDULED MEETINGS: 2018/19


Thursday 16 May 2019

All meetings commence at 18.00

The Chair of the Committee advised that he was unable to make the scheduled date of the meeting and the Clerk would arrange an alternative date with members outside of the meeting.

At the conclusion of the meeting, the Search and Governance Committee moved into a meeting restricted, in accordance with the Instrument and Articles of Government and with Section 22 of the Freedom of Information Act 2000 to the members of the Corporation Board, to the External Co-opted Member of the Audit Committee and to Senior Postholders.

SIGNED AS A CORRECT RECORD:



DATE: 9 MAY 2019

