



**THE CORPORATION OF EAST SURREY COLLEGE**

**SEARCH AND GOVERNANCE COMMITTEE**

**PART 2 MEETING HELD ON THURSDAY 19 OCTOBER 2017**

Meeting commenced: 18.25

Meeting ended: 19.40

**PRESENT**

Mr Andrew Baird

Independent Member

Chair

Mrs Liz Rushton

Independent Member

Mrs Jayne Dickinson

Principal and Chief Executive

Ms Rosemary French

Independent Member

**APOLOGIES FOR ABSENCE**

Mr Ray Elgy

Independent Member

**CLERK TO THE COMMITTEE**

Mrs Sue Glover

Clerk to the Corporation

**SGC.34.17 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.35.17 APOLOGIES FOR ABSENCE**

Apologies for absence were received from Mr Ray Elgy.

The Committee agreed to accept the apologies for absence.

**SGC.36.17 NOTIFICATION OF ANY OTHER BUSINESS**

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

**SGC.37.17 UNCONFIRMED MINUTES OF THE PART 1 AND PART 2 MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 18 MAY 2017**

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

**SGC.38.17 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.39.17 RISK MANAGEMENT: AUTUMN TERM 2017**

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 were reminded that, although the Corporation Board had approved the change in format of the Risk Register and Risk Management Plan to only high level risks being presented to Committees, it had been agreed the Committee would continue to have oversight of all the risks assigned to the committee, regardless of whether they are high level or not.

Members considered the detail of the highlighted revisions to each of the risk areas, noting the proposed removal of three contributing factors.

In discussion, the Committee agreed

- The proposed removal of three contributing factors as it was considered that one was no longer deemed a risk to the business of the college and the other two were covered in other sections of the register
- The proposed amendments were appropriate and further changes were suggested

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 2017, subject to further amendment as discussed, and commends the report for approval by the Corporation Board.

#### **SGC.40.17 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 resignation of Mr Michael Axelrod on 31 August 2017
- Mrs Isobel Wallace has given notice to leave the Board on 31 December 2017, creating a vacancy for an independent member from 1 January 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 2016/17. However, it was noted that Mr Ron Searle comes to the end of his term of office on 30 April 2018. As this will be the end of his third term Mr Searle is not eligible

for reappointment. Members were advised that it is the intention for another Head Teacher from a local school to take up the vacancy but that starting in the middle of the academic year may prove difficult. Members agreed that it would be sensible to extend Mr Searle's term to end on 31 July 2018 to enable continuity to the end of the academic year and to alleviate any difficulty in a replacement Head Teacher taking up the vacant independent member post mid-year.

It was noted that a suitable candidate, Mr Simon Bland, had been interviewed in the Part 1 meeting and a recommendation that he is appointed as an independent member will be made to the Corporation in December.

The Clerk presented for consideration a completed Governor Application Form from Mr Ian Goodwin who has expressed an interest in becoming a co-opted member of the Learning and Quality Committee. It was agreed that Mr Goodwin has the relevant skills and expertise to fulfil this role and should be invited to meet with the committee at the next meeting.

The Clerk presented details of a new online recruitment service offered by the Education & Training Foundation (ETF) for finding individuals with the right skills to serve on FE Boards. It was agreed that the College should register with the ETF and any potential candidates forwarded to the Clerk who will present them to the committee in the normal way for consideration.

### **Student Members**

The current student members were appointed at the end of the Summer Term 2017 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 2018.

### **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 noted that at the meeting of the Corporation Board held on 6 July 2017, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve. The committee membership for 2017/18 which took effect from 1 September 2017 was reviewed and it was noted that each committee has a full complement of appropriately qualified and experienced members.

### **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

- Mr Ron Searle's current term of office is extended by 3 months to end on 31 July 2018
- Mr Ian Goodwin is considered as a co-opted member of the Learning and Quality Committee at the next meeting in February 2018
- Mrs Isobel Wallace will leave the Board on 31 December 2017, thus creating a vacancy for an independent member

### **SGC.41.17 SKILLS AUDIT AND TRAINING NEEDS ASSESSMENT/DIVERSITY AUDIT: 2017**

The Clerk to the Corporation presented the outcomes of the following:

#### **SKILLS AUDIT 2017**

Members considered the summary data and noted the basis on which it would inform the process of selection of new members as and when required and the process of refreshing committee membership from current members.

#### **TRAINING NEEDS ASSESSMENT 2017**

The Committee reviewed the summary data arising from the recent survey of members and noted the basis on which this would inform development and training proposals for 2017/18.

#### **DIVERSITY AUDIT 2017**

The Committee was advised that the summary data had been collated and that this would help to inform the process of selection of new members as and when required.

#### **AGREED**

The Search and Governance Committee notes the data arising from the Skills Audit, the Training Needs Assessment and the Diversity Audit and the basis on which each will inform the governance process.

### **SGC.42.17 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 2016/17

- 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

Members noted that the development and training programmes identified in 2016/17 were built on those identified in 2015/16 and were further informed by the Governance Self-Assessment in 2016 and the consequent Governors' Quality Improvement Plan.

Members considered proposals for the new year in light of the programme undertaken in 2016/17 and agreed that

- Opportunities will continue to be given to members to attend external meetings and conferences eg provision by AoC and AoSEC
- 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
- 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

- In 2012/13 the total hours spent by governors on development and training was 283, an average of 15.74 per individual
- In 2013/14 the total hours spent by governors on development and training was 341, an average of 18.94 per individual
- In 2014/15 the total hours spent by governors on development and training was 329, an average of 17.32 per individual
- In 2015/16 the total hours spent by governors on development and training was 305, an average of 17.04 per individual
- In 2016/17 the total hours spent by governors on development and training was 280, an average of 14.00 per individual

It was noted that the reduction in hours in 2016/17 was due in the main to new governors only undertaking online training modules as other members completed these in the previous year.

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 2016/17
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2017/18

#### **SGC.43.17 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 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 the Clerk suggested some further amendments. Following discussion, members were in agreement to the proposed changes.

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: 2017/18

#### **SGC.44.17 ANNUAL REPORT OF THE SEARCH AND GOVERNANCE COMMITTEE: 2016/17**

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 one resignation of independent members during the year
- There has been three independent members appointed during the year
- There is one vacancy with effect from 1 September 2017
- There has been two reappointments of independent members during the year
- 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: 2016/17 and commends the Report to the Board

#### **SGC.45.17 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.46.17 ANNUAL REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2016/17**

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings throughout the year 2016/17.

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 overall attendance had increased over the previous year
- there had been good attendance by student governors during the year

Members noted the impact measures arising from the report.

#### **AGREED**

The Search and Governance Committee receives and notes the report.

#### **SGC.47.17 ANNUAL REVIEW OF THE BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2016/17**

The Clerk to the Corporation presented a report, which provided the annual review of the business of the Committee during 2016/17.

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.48.17 ANY OTHER BUSINESS**

Members noted that there was no other business.

**SGC.49.17 DATES OF SCHEDULED MEETINGS: 2017/18**

Thursday 8 February 2018

Thursday 17 May 2018

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 blue ink, appearing to be 'M. B. S.', written over a horizontal line.

**DATE:** 8 February 2018