

## **THE CORPORATION OF EAST SURREY COLLEGE**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **MEETING HELD ON THURSDAY 10 FEBRUARY 2022 VIA MICROSOFT TEAMS**

Meeting commenced: 18.00

Meeting ended: 19.30

#### **Present**

Andrew Baird	Independent Member	Chair
Jayne Dickinson	Chief Executive	
Liz Rushton	Independent Member	
Simon Bland	Independent Member	
Colin Monk	Independent Member	

#### **Clerk to the Committee**

Sue Glover	Director of Governance
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#### **SGC.01.22 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 declared that, as part of his role with the FE Commissioner's National Leaders of Governance team, he is seconded to Brooklands College as the interim Chair.

There were no other declarations of interest.

#### **SGC.02.22 Apologies for Absence**

There were no apologies for absence.

#### **SGC.03.22 Notification of Any Other Business**

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

#### **SGC.04.22 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 14 October 2021**

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

#### **SGC.05.22 Matters arising and action points from the minutes of the meeting**

Members reviewed the Action Points arising from the meeting, noting that an update on compliance against the revised Code of Good Governance will be given under a separate agenda item at this meeting.

It was agreed that there were no other matters arising from the minutes of the meeting.

## **SGC.06.22 Risk Management: Spring Term 2022**

The Chief Executive presented, for consideration and approval, the risk register 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 SG1: Inappropriate response to change in government policy:** fundamental risk – no change
- **Risk SG2: Failure to identify opportunities and threats to the College market position:** significant risk – no change
- **Risk SG3: Severe adverse publicity:** significant risk – no change
- **Risk SG4: Ineffective governance and management arrangements:** minor risk – no change

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

- To enable the size of the register to be more manageable, the content relating to the previous year would be removed and the cover sheet will continue to give a succinct overall summary of the term's risks
- No changes are required to the risk rating for SG1 as senior leaders continue to take actions to ensure the College's effective positioning is in line with constant changes in government policy
- As a number of opportunities are forging ahead, such as Surrey FE leaders meeting more regularly in response to concerns around SCC ambitions to lead on skills initiatives, OSC moving into new schools in the Crawley and other areas, it is therefore appropriate that the associated risk rating is reduced for SG2.1
- As difficulties with staff recruitment continues it is appropriate that the associated risk rating under SG2.3 is increased
- It was felt prudent to raise the associated risk rating under SG3.1 as there is a noticeable increase in the number of students displaying signs of serious mental health concerns. It was acknowledged that new staff have been recruited to support students and additional training taken place
- As the College has not experienced an Employment Tribunal in over ten years, the associated risk rating SG3.3 is reduced
- Due to the difficulties in finding experienced staff the associated risk rating under SG3.4 is increased
- There are no changes proposed to the risk rating for SG4

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 Spring Term 2022 and commends the report for approval by the Board.

## **SGC.07.22 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 there are

- currently no vacancies and the number of independent members will continue to be reviewed in the light of any future retirements or resignation. However, members were reminded that the Board had agreed that membership would reduce to the pre-merger level and potential new governors would not be actively sought at this time.
- three reappointments to be considered in the summer term for the following members as their first term of office ends on 31 July 2022:
  - Simon Potten
  - Alex Hayman
  - Ganesh Kumar

### **Student Members**

The current ESC Student Member, Jhalak Limbachia, and JRC Student Member, Elizabeth Konan, have been appointed to serve until 31 July 2022. In addition, there is a student member designate for each college who will attend meetings in the event the student member is unable to attend.

### **Staff Members**

The current ESC staff member, Ms Lily Franklin, was appointed for a four-year term with effect from 1 August 2019 and the current JRC staff member, Ms Natalie Watkins-Khan, was appointed for a four-year term with effect from 1 September 2019.

### **Link Governors**

There are currently four Link Governors in place to support the following areas:

- Safeguarding including Prevent
- Higher Education
- Careers
- Sustainability

Although the level of EDI to be considered by Boards has been raised, it was agreed not to appoint a further Link Governor to support this area. However, Andrew Baird agreed to attend meetings of the College's Equality & Diversity group to support this area and will give feedback to the Board following meetings that he attends.

### **Membership of Committees**

The committee membership for 2021/22, which took effect from 1 September 2021, 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 and the gender balance of the chairs of the Board and its committees.

### **Diversity of the Board**

Members noted the current diversity of the Board.

### **Meeting arrangements**

Members noted the continuing arrangements for virtual meetings of the Committees put in place by the Board at the July meeting and that when the whole Board meets it would do so in College, alternating between the 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

**Andrew Baird withdrew from the meeting, and it was agreed that Liz Rushton would assume the Chair for the following item on the agenda**

#### **SGC.08.22 Succession Planning for the Board**

The Director of Governance presented a report detailing proposals for Succession Planning for the Board.

Members were reminded that the current term of office for Andrew Baird ends on 31 August 2022 and, whilst this would not normally be considered until the summer term, his term as Chair of the Corporation also ends on the same date and as such it is appropriate for consideration to be given at this time regarding succession for this role.

The Committee was advised that

- In late 2019 the Board decided to extend the term of office of the Chair due to end in 2020 by two years to 31 August 2022
- This was agreed to maintain senior leadership stability through the first few years of merger and because of the Chair's growing national position, which gave him a wider view and greater knowledge of the sector as a whole
- Andrew has indicated his willingness to be considered for a further term of two years

In discussion, members agreed that Andrew is an excellent Chair who had led the Board on many successful achievements for the College, such as the merger with John Ruskin and guided them through a number of significant capital projects. He continues in his role with the FE Commissioner's National Leaders of Governance team often being called upon to assist with failing colleges in the capacity of an interim Chair.

The role of Chair is key to the success of a Corporation and acts as a vital link between the Corporation and management. The Committee agreed that the Board has been extremely fortunate to have someone with his skills and expertise and considered that if Andrew was agreeable to continue it would be prudent to allow him to do so and thus ensure continuity of the Board. It was agreed appropriate to recommend to the Board that Andrew is extended by a further term of two years when his current term ends so that the Board may consider his reappointment as the Chair of the Corporation for the same period.

However, it was agreed that two years is a relatively short time, and the Board will need to consider what steps are necessary now to ensure that a suitable successor is available for consideration in 2024.

It was proposed that the role of 'Chair Designate' is put in place, which would help to facilitate a 'handover period' between the outgoing Chair and the new Chair.

The Committee discussed the proposal and, in response to questions, were advised that

- whilst two Chairs would not ordinarily hold office at the same time, there is nothing in the Instrument & Articles to prevent the Corporation electing a 'Chair Designate' some time prior to the expiry of the existing Chair's term of office

- the Chair Designate would not be a formal office and would not carry any specific authority, but would allow for a more structured handover or learning period
- the Chair Designate would be formally appointed as Chair at the last meeting before or the first meeting which follows the expiration of the outgoing Chair's term

Members agreed that putting in place a Chair Designate was very sensible and would ensure that there is a seamless 'handover' between the outgoing Chair and the new Chair. It also demonstrated an excellent way to support the Succession Planning for the Board.

### **Resolved**

The Search and Governance Committee approves and recommends to the Corporation Board that

- Andrew Baird's current term is extended by 2 years when his current term ends so that the Board may consider his reappointment as Chair of the Corporation for the same period
- Provision is made for there to be a Chair Designate in place and the Corporation's Terms of Reference and Standing Orders amended accordingly

### **Andrew Baird rejoined the meeting and assumed the Chair of the Committee**

#### **SGC.09.22      Governors' Quality Improvement Plan 2021/22: Spring Term 2022**

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2021/22: Spring Term 2022.

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
- the QIP is monitored on a termly basis by the Search and Governance Committee

The Committee reviewed the document, noting the proposed revisions, and agreed that the suggested amendments are made.

Members noted the key impact measures arising from the report, in particular the Strategic and Risk implications.

### **Resolved**

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2021/22: Spring Term 2022 and commends the document for the approval by the Board

#### **SGC.10.22      Code of Good Governance for English Colleges**

The Director of Governance presented the audit of compliance against the revised changes to the Association of College's (AoC) Code of Good Governance for English Colleges.

Members were reminded 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

- 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
- the funding agencies continue with the current funding condition that English colleges either adopt the Code or alternatively have due regard to the UK Corporate Governance Code or Charity Code. Colleges are expected to state its adoption of the Code in the corporate governance statement contained in its annual audited accounts
- at the meeting held on 13 May 2021, the audit of proposed changes in the consultation document were presented

The Committee was advised that

- the final revised version was published by the AoC on 1 October 2021 and is to be used from the 2021/22 academic year
- the key changes in the revised version are:
  - review of the wording of the provisions in each principle
  - introduction of Environmental Sustainability
  - update of EDI principle
  - governance review principle combined with governance structure principle
  - full integration of the SPH Remuneration Code

Members reviewed the work completed to date on the audit of compliance, noting the areas where further input is required together with an action plan of issues to be addressed.

In discussion, members acknowledged the considerable number of activity points in the Code, making it an extremely lengthy document. The question was raised whether an alternative Code could be adopted which may not be quite so onerous. The Director of Governance advised that she had considered the two alternatives, UK Corporate Governance Code, and the Charity Code, both of which were lengthy and did not cover the extent of some of the new requirements in the AoC Code, ie. EDI, Environment Sustainability, Governance reviews. It was agreed that having completed a significant portion of the audit of compliance against the revised Code, work should continue to complete this and a final version presented to the Committee at the next meeting.

### **Agreed**

The Search and Governance Committee agreed that work would continue on the audit of compliance with the revised Code of Good Governance and a final version submitted to the Committee for review

## **SGC.11.22 Review of College Governance with the members of the Corporation: 2021/22**

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 (Chief Executive & Group Principal / Chief Operating Officer) 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 2021 with all independent and staff governors
- Student governors have regular meetings with the Chief Executive & Group Principal, which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Director of Governance
- The Chief Executive & Group Principal 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 Board continues to be extremely effective, a view attributed by some to the degree of stability in its membership. Given this, succession planning needs to be a longer-term consideration and, in this context, particular consideration needs to be given to how to broaden the membership of the board over time to address the growing need to satisfy the EDI agenda.
- There continues to be the 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 successful move to 'virtual' meetings has led to this approach being adopted for committee meetings, with physical meetings for the full board
- 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
- The work of the Director of Governance 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 most commented positively on the quality of the relationship between governors and the Senior Management Team
- Governors were extremely appreciative of the way in which the Executive has met the challenge of merger with John Ruskin and the impact of the Covid pandemic
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation
- The introduction of a brief 'part 3' meeting attended by only independent governors after each full Board meeting was regarded as a worthwhile move

### **Conclusion**

Members considered the conclusion of the report, noting that the outcome of the 2021/22 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 issues relating to the diversity of the Board and addressing the current EDI agenda for Boards. It was agreed that there should be more creative thinking about the Board's recruitment to develop a more diverse Board. Consideration will be given to widening relevant networks, i.e., black community networks, college alumni.

### **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: 2021/22
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

### **SGC.12.22 Termly review of the attendance at meetings of the Corporation Board and its Committees 2021/22: Autumn term 2021**

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Autumn Term 2021.

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, particularly the student governors who had maintained attendance at 100%.

Members noted the impact measures arising from the report.

### **Agreed**

The Search and Governance Committee receives and notes the report



**SGC.13.22      Governors' Development and Training Programme 2021/22: Spring Term 2022**

The Director of Governance presented a report regarding the development and training programme for governors.

The Committee noted

- the extent of the programme during the Autumn Term 2021 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2022

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 were advised that the Education and Training Foundation (ETF) have extended the Governance Development Programme until April 2022 and that some members have recently completed modules and found them to be very beneficial with their role.

There has been excellent engagement by the student governors who have attended several seminars offered by the Unloc Student Governor Training programme.

Members noted the impact measures arising from the report.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.14.22      Any other business**

The Chair raised the question of whether DBS checks for governors need to be renewed. The Director of Governance advised that renewal checks for governors are currently in hand.

There was no further other business.

**SGC.15.22      Dates of scheduled meetings: 2021/22**

Thursday 12 May 2022

All meetings commence at 18.00

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

**SIGNED AS A CORRECT RECORD:**



**DATE: 7 June 2022**