

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

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **MEETING HELD ON THURSDAY 13 MAY 2021 VIA MICROSOFT TEAMS**

Meeting commenced: 18.00

Meeting ended: 19.20

#### **Present**

Andrew Baird	Independent Member	Chair
Jayne Dickinson	Chief Executive (College Group) Principal ESC	
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.15.21 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.16.21 Apologies for Absence**

There were no apologies for absence.

#### **SGC.17.21 Notification of Any Other Business**

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

#### **SGC.18.21 Unconfirmed minutes of the meetings of the Search and Governance Committee held on 11 February 2021**

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

#### **SGC.19.21 Matters arising and action points from the minutes of the meeting**

Members reviewed the Action Points arising from the meeting, noting those to be covered under this agenda.

It was agreed that all matters had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meeting.

## **SGC.20.21 Risk Management: Summer Term 2021**

The Chief Executive presented, for consideration and approval, a report providing details of the areas of risk that the Board has specifically assigned to the Search and Governance Committee.

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 reviewed the detail of each of the risk areas, noting that Risk SG3.3 had been incorrectly rated as a high risk 'red' and should be a medium risk 'amber'. For term 1, the risk had been rated as 'green' and, at the previous meeting, it had been agreed to raise this to a medium risk 'amber' for term 2.

In discussion, the Committee considered that

- although consultations around the management case and JRC contracts are moving to conclusion and the Executive Director of HR reports these have gone well with no expectation of escalation currently, it would be prudent that Risk SG3.3 should be kept at medium at this time
- following the lifting of lockdown restrictions and students returning to College, whether there could be the potential for any negativity among student behaviours with readjustment to college life, which could bring about a risk of adverse publicity for the College and have an impact on its reputation. It was agreed that it would be appropriate to include this as a risk under the relevant section of the Committee's risk register unless there is an appropriate risk under the Learning and Quality's risk register which captured student behaviours. The Director of Governance would review the risk registers with the CEO to determine where appropriate and advise the Committee outside of the meeting

The Committee agreed that the proposed amendments are made and, subject to whether there should be a risk included under this committee's risk register or that of the Learning and Quality Committee relating to student behaviours, there were no further amendments required.

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 Summer Term 2021 and commends the report for approval by the Board, subject to any amendment as discussed.

## **SGC.21.21 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.

Members were advised

- there are currently no vacancies and the number of independent members will continue to be reviewed in the light of any future retirement or resignation. However, members were reminded that the Board had agreed the size of the Board would reduce to the pre-merger level and potential new governors would not be actively sought at this time

- there are three reappointments to be considered during the year, two of which will be considered at this meeting.

The Committee considered issues arising from the report:

### **Independent Members**

#### **Re-appointment of Bob Pickles**

Members noted the need to consider the re-appointment of Bob Pickles whose period of appointment expires on 31 July 2021.

Members were advised that, since his appointment to the Board in 2017, Bob has

- served as a member of the Learning and Quality and Strategy Committees
- served as Link Governor for Careers

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

Members were informed that Bob has indicated his 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 Bob be recommended for re-appointment.

#### **Re-appointment of Phillip Kerle**

Members noted the need to consider the re-appointment of Phillip Kerle whose period of appointment expires on 31 July 2021.

Members were advised that, since his appointment to the Board in 2017, Phillip has

- served as a member of the Finance and Resources, Senior Post Holders' Employment and Strategy Committees
- served as Chair of the Finance and Resources Committee since 2018
- served as member of the Property Working Group to monitor capital projects

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

Members were informed that Phillip has indicated his 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 Phillip be recommended for re-appointment.

### **Student Members**

The term of office for the current student members ends on 31 July 2021.

Arrangements are in hand for student governor elections to take place at the start of the autumn term 2021 and for nominations to be received by the Board in October in order to make formal appointments for the 2021/22 academic year.

### **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.

### **Membership of Committees**

The current committee membership for 2020/21 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.

### **Governance arrangements**

Members noted the continuing arrangements for virtual meetings of the Board and Committees put in place by the Board during the current Coronavirus situation.

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

- agreed to receive and note the report
- to approve and recommend to the Corporation for approval the reappointments of Bob Pickles and Phillip Kerle for a further four-year term from 1 August 2021

## **SGC.22.21 Skills Audit and Training Needs Assessment/Diversity Audit**

The Director of Governance presented for consideration the outcome of the Skills Audit, Training Needs Assessment and Diversity of the Corporation Board.

The Committee was advised that

- with the exception of staff and student members and the CEO, all members were asked to complete the questionnaire
- the skills and experience correlates with the key responsibilities of the Corporation as set out in the Instrument and Articles of Government
- the training needs assessment is based on a number of key areas of governance

Members reviewed the detail of each of the following outcomes:

### **Skills Audit**

Members considered the summary data, noting that, overall, there is a good mix of skills and expertise across the Corporation Board and that the outcome provides valuable planning information for the selection of new members as and when required, succession planning and the process of refreshing committee membership from current members.

### **Training Needs Assessment**

Members considered the summary data arising from the recent survey of members, noting that, overall, most had rated as having a 'good understanding with no training required' or 'adequate understanding with some refresher training required' and that the basis of the outcome would help to inform development and training proposals for the following year.

The Committee was reminded that the Board recently joined the Governance Development Programme run by the AoC, which offers governors the opportunity to undertake a number of online modules relating to governance, including finance, audit and curriculum. It was agreed that the Director of Governance would send a reminder to all members that this was available and would serve as a good 'starting point' in providing some refresher training for those who had indicated this was required.

#### **Diversity Audit**

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.23.21      Governors' Quality Improvement Plan 2020/21: Summer Term 2021**

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2020/21: Summer Term 2021.

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 Committee reviewed the document, noting the proposed revisions to reflect the progress made against each of the areas for development, 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: 2020/21: Summer Term 2021 and commends the document for the approval by the Board

#### **SGC.24.21      Governance Policies**

The Director of Governance presented a report relating to the annual review of Governance documents.

#### **OSC50 - Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2021/22**

Members were informed that

- the annual review of the document is considered on the basis of any changes to relevant documents e.g. 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 proposed minor amendments.

### **OSC51 Code of Conduct for Members of the Corporation: 2021/22**

Members were advised that

- the annual review 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 is updated in conjunction with any latest updates issued by Eversheds
- the latest version of the Code produced by Eversheds is the sixteenth edition dated 2019 and the Code was updated last year to reflect the changes within this version

It was noted that there has been no further version published by Eversheds since 2019. The Committee agreed that the current Code of Conduct should remain in place and would be further reviewed as and when Eversheds issue any changes.

### **OSC52 Governor Induction and Training Policy: 2021/22**

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

### **OSC53 Public Attendance at Meetings, Access to Corporation Business and Confidentiality Policy: 2021/22**

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

### **OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2021/22**

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

### **Instrument and Articles of Government**

Members were advised that there have been no recommended changes suggested by Eversheds and therefore no changes to the document were proposed.

### **Resolved**

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

- OSC50 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2021/22
- OSC51 Code of Conduct for Members of the Corporation: 2021/22
- OSC52 Governor Induction and Training Policy: 2021/22
- OSC53 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2021/22
- OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2021/22
- Instrument and Articles of Government

### **SGC.25.21 Code of Good Governance for English Colleges**

The Director of Governance presented a report detailing the proposed 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 Corporation Governance Code. Colleges are expected to state its adoption of the Code in the corporate governance statement contained in its annual audited accounts

The Committee was advised that

- the AoC have made a number of revisions to the Code, which is currently out for consultation
- the consultation is due to end on 7 May 2021, when the changes will be submitted to the AoC Governance Council for acceptance. Once this has been done a final version will be circulated during June 2021
- the audit of compliance has been updated to reflect the proposed changes

Members reviewed the proposed changes in the consultation document from the AoC, noting the proposed new additions and those that had been deleted from the previous version, together with the audit of compliance, which had been updated to reflect the proposed changes.

Members agreed that until a final version of the Code has been received it is difficult to ascertain what changes may need to be made in order for the Board to be compliant with the revised Code. The Director of Governance informed members that the advice from the AoC is that the revised Code would be used for the 2021/22 audited accounts and the current version, which the Board is compliant with, can be used for the 2020/21 audited accounts.

It was agreed that once a final version is received, the Director of Governance would continue to work on reflecting the changes in the audit of compliance and then circulate to the Committee. It was acknowledged that the updated Code and audit of compliance, highlighting the changes, would need to be shared with the whole Board for review and comment in due course.

### **Agreed**

The Search and Governance Committee agreed that work would continue on the audit of compliance with the Code of Good Governance once a final version has been received from the AoC and submitted to the Committee for review

### **SGC.26.21 Terms of Reference and Standing Orders of the Search and Governance Committee: 2021/22**

The Director of Governance 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: 2021/22.

### **SGC.27.21 Annual Schedule of Business of the Search and Governance Committee: 2021/22**

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

Members were advised that the document has been compiled to include the items of business that need to be addressed by each Committee and items for consideration by the Corporation Board. The Search and Governance Committee are asked to consider the items for business relevant to this committee.

Members reviewed the document and agreed this reflected the business that would need to be conducted by the Committee 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: 2021/22

#### **SGC.28.21 Termly review of the attendance at meetings of the Corporation Board and its Committees 2020/21: Spring Term 2021**

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Spring 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 Spring term had been excellent, particularly the student governors who continue to have good attendance.

Members noted the impact measures arising from the report.

### **Agreed**

The Search and Governance Committee receives and notes the report

#### **SGC.29.21 Governors' Development and Training Programme 2020/21: Spring Term 2021**

The Director of Governance presented a report with regard to the development and training programme for governors.

The Committee noted

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

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 Post 16 Audit Code of Practice had recently been issued with a number of updates for 2020/21, which included a requirement for audit committees to consider the development and training available to its members. It was acknowledged that whilst this committee keeps the training and development of all governors under review, members of the Audit Committee would be asked to consider any training requirements they may have.

As discussed earlier in the meeting, the Board recently joined the Governance Development Programme. Since the programme has been rolled out to all members, there has been no take up yet. As agreed, the Director of Governance would send a reminder to all members that this was available.



Members noted the impact measures arising from the report.

**Agreed**

The Search and Governance Committee receives and notes the report.

**SGC.30.21 Any other business**

Members noted that there was no other business.

**SGC.31.21 Dates of scheduled meetings: 2021/22**

Thursday 7 October 2021

Thursday 10 February 2022

Thursday 12 May 2022

All meetings commence at 18.00

The Chair of the Committee advised that he now has another commitment on 7 October and asked if the next meeting could be rearranged for Thursday 14 October and this was agreed.

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

**SIGNED AS A CORRECT RECORD:**

A handwritten signature in dark ink, appearing to read 'A. B. Caird', written over a dotted line.

**DATE: 14 October 2021**