

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

PART 2 MEETING HELD ON THURSDAY 13 OCTOBER 2022 BOARDROOM, EAST SURREY COLLEGE

Meeting commenced: 18.45

Meeting ended: 19.40

Present

Andrew Baird	Independent Member	Chair
Jayne Dickinson	Chief Executive	
Liz Rushton	Independent Member	
Simon Bland	Independent Member	
Colin Monk	Independent Member	(attending remotely)

In Attendance

Bob Pickles	Independent Member
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Clerk to the Committee

Sue Glover	Director of Governance
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SGC.37.22 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.38.22 Apologies for Absence

There were no apologies for absence.

SGC.39.22 Notification of Any Other Business

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

SGC.40.22 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 7 June 2022

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

SGC.41.22 Matters arising and action points from the minutes of the meeting

Members reviewed the Action Points arising from the meeting. The Director of Governance took the opportunity to update members on the progress made with implementing the new External Governance Portal hosted by Team Engine.

Members were advised that

- All Board members and staff who would need to access papers have received end-user training with Team Engine
- All meetings for 2022/23 have been set up on the portal
- All meeting files containing agendas and papers for the previous year have been set up on the portal and it is planned that the previous two years will also be added
- A reference source has been created on the portal where all users can access documentation relating to the Board's governance framework and other relevant information

The Committee agreed that satisfactory progress had been made with implementing the Team Engine portal and that accessing the papers for this meeting had been successful and proved easy to use.

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.42.22 Risk Management: Autumn Term 2022

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 and, in discussion, agreed that

- the wording to SG1.3 is changed as the impact of government changes to policies no longer focuses on just the apprenticeship market
- the level of risk is reduced for SG2.1 as there are good controls and actions in place to monitor the impact of threats and opportunities from other providers
- SG2.2 is raised due to the difficulties of attracting people onto FdAs/degrees
- SG2.3 is raised due to the difficulties in attracting staff for some roles and due to rising costs and that SG2.4 is removed due to an overlap with this risk. In discussion it was further agreed to rewording the combined risk to reflect not only economic fluctuations but other external events on College operation
- the level for SG3 is unchanged, but the risk relating to staffing issues and/or union activity may be raised if staff perceive the Group's pay award to be inadequate
- SG3.8 is reworded as it was felt too specific
- no changes are made to SG4, but a new risk is added to reflect the mandatory external governance review not being completed in a timely manner. Members were advised that a provisional date has been arranged for the review in spring 2023

The Committee agreed that the proposed amendments are made and 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 Autumn Term 2022 and commends the report for approval by the Board

SGC.43.22 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.

Members were advised there are three reappointments to be considered during the year, all of which will be considered at this meeting.

The Committee considered issues arising from the report:

Independent Members

Liz Rushton left the meeting

Extension of current term – Liz Rushton

Members were advised that Liz will have completed a second four-year term as an independent member and a two-year term as Vice Chair of the Corporation on 31 December 2022.

The Committee were asked to consider extending her current term by one year so that the Board may be able to reappoint her as Vice Chair for the same period at the December meeting and in order to provide support for the new Chair while they settle into the role. Liz has confirmed her willingness to continue for a further year.

In discussion, members agreed that Liz is an extremely experienced governor who has been an excellent Vice Chair. Continuity of this role will be key in helping to provide the support and guidance required for the new Chair and it was considered appropriate to recommend that her current term is extended by a further year. However, the Committee recognise the importance of focusing on a suitable replacement for the Vice Chair role during the year as part of the Board's succession planning.

Liz Rushton returned to the meeting

Re-appointments of Anne Smith and Grace Marriott

Members noted the need to consider the re-appointments of Anne Smith and Grace Marriott whose period of appointment expires on 31 January 2023.

Members were advised that, since their appointment to the Board in 2019, both members have

- served as a member of the Learning and Quality and Strategy Committee
- Grace has also served as a member of the Audit Committee

Members noted their excellent attendance record at meetings of the various committees and the Board and their participation in termly performance reviews.

Members were informed that both members have indicated their 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 both members are recommended for re-appointment.

Co-opted Member – James Marshall

Members were reminded that James had given notice last term to leave in December 2022. However, he has since advised that he will continue as the co-opted member of the Audit Committee until his current term ends on 31 March 2024.

Members were advised that there are no further reappointments due during 2022/23. However, although Andrew Baird was extended as an independent member until 31 August 2024, he has confirmed that once he steps down from the role of Chair of the Corporation in December 2022, he will remain as an independent member for the remainder of the current academic year and leave the Board on 31 July 2023.

Members noted that one new independent members considered at the part 1 of this meeting is being recommended for appointment and that, whilst it had been agreed by the Board that the size of membership would reduce to the pre-merger level and potential new governors not actively sought, the resignation of two members in the summer term had highlighted the need for these to be replaced.

Student Members

The current ESC student member is Antonio Iancu and the current JRC student member is Suhayla Mohamed, both will serve until 31 July 2023. In addition, there is a student member designate for each college who attend meetings in the absence of the student member.

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 and Prevent
- High Education
- Careers
- Sustainability

Although not a Link Governor appointment, Andrew Baird attends meetings of the College's Equality & Diversity group and gives feedback to the Board following meetings he attends.

Membership of Committees

The Committee was advised that at the meeting of the Corporation Board held on 7 July 2022, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve. There were no changes advised.

Members reviewed the committee membership for 2022/23, which took effect from 1 September 2022. It was agreed that each committee has a complement of appropriately qualified and experienced members and that, after consideration of the skills of the new members being recommended, they would take up the places of those members who had recently resigned.

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 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
- approves and recommends to the Corporation for approval the reappointments of Anne Smith and Grace Marriott for a second four-year term from 1 February 2023
- approves and recommends to the Corporation for approval the extension of Liz Rushton's current term by one year to 31 December 2023

SGC.44.22 Governors' Development and Training Programme

The Director of Governance presented a report regarding 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 2021/22

- there have been a number of webinars facilitated by the AoC and offered to members at no cost, which have been highly informative, and this will continue for 2022/23
- the Board took advantage of the AoC/Education and Training Foundation (ETF) Governance Development Programme for College Boards for a one-year period in March 2021. This platform changed during the year, which meant that Colleges who had already signed up to the programme were given an extension to March 2023. This programme offers governors the opportunity to undertake a number of online modules relating to governance, including finance, audit, and curriculum, which some governors completed during the year and will continue
- the Chair of the Corporation continues to participate in the AoC Chair's network for both the London and Southeast regions, this network has also been expanded to Vice Chairs
- during the year, mandatory training for Safeguarding, Prevent, E&D and GDPR for governors was brought into line with the cycle of every 3 years for College Group staff

Members noted that the development and training programmes identified in 2021/22 were built on those identified in 2020/21 and were further informed by the Governance Self-Assessment in 2021 and the consequent Governors' Quality Improvement Plan.

The skills audit and training needs analysis exercise was undertaken in the spring term 2021 and reported to the Search and Governance Committee in May 2021. The outcome indicated that the Board has a range of appropriately experienced and knowledgeable people and the summary data is used to inform the process of selection of new members when required and the process of refreshing committee membership.

Members considered proposals for the new year in light of the programme undertaken in 2021/22 and agreed that

- opportunities will continue to be given to members to attend external meetings and conferences e.g., provision by AoC
- the provision of development and training 'online' 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 including the Mentoring Scheme
- Induction of student governors will continue coupled with the National Student Governor Training Programme offered by Unloc in conjunction with the AoC
- 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 e.g., AoC Governance Briefings, AoC Chief Executive Letter
- appropriate governance update documents will continue to be lodged for reference
- 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 of the total hours spent by governors on development and training over the previous three years

- In 2019/20 the total hours were 343, an average of 14.29 per individual (24 individuals)
- In 2020/21 the total hours were 438, an average of 20 per individual (22 individuals)
- In 2021/22 the total hours were 378, an average of 18 per individual (21 individuals)

In discussion, members were advised that the difference in total hours from the previous year reflected the period of lockdown restrictions when more governors had been able to participate in Performance Reviews, which were held virtually and, as successful, will continue.

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 2021/22
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2022/23

SGC.45.22 Governors' Quality Improvement Plan (QIP) 2021/22

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

The Committee was reminded that the QIP had been approved at the meeting of the Corporation Board held on 7 July 2022 and was now submitted for the final 'sign-off' by the Committee, following an update of progress during the remainder of the summer term 2022. Members reviewed the document noting the proposed revisions and agreed there were no further amendments required.

Members noted the key impact measures arising from the report.

Resolved

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

SGC.46.22 Governors' Quality Improvement Plan 2022/23: Autumn Term 2022

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2022/23: Autumn 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

Members were asked to consider whether the following current areas for development in the QIP were still relevant:

- High-level of support for student governors
- Profile of the Corporation
- Profile of Governors with Staff and Students
- Keeping governors informed with key issues
- Communications
- Succession planning
- Strategic options for development of the college
- improvement plan for the college

The Committee considered each of the areas and, in discussion, agreed that all current areas for development were relevant and should remain in the QIP. It was particularly important that the level of support for student governors be maintained.

Members noted the key impact measures arising from the report

Resolved

The Search and Governance Committee approves the Governors' Quality Improvement Plan: 2022/23 Autumn Term 2022 and commends the document for the approval by the Board

SGC.47.22 Annual Report of the Search and Governance Committee: 2021/22

The Director of Governance 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 in particular

- there were two resignations during the year and four reappointments to a second term of office
- the co-opted member of the Audit Committee had given notice to leave, but has since agreed to continue to the end of his current term in March 2024
- there were no new appointments
- the consideration given to succession planning for the Board during the year and the resulting role of a Chair Designate put in place to help facilitate a 'handover period' between the outgoing Chair and the new one
- the formalising of the Link Governor Scheme to support key areas of the College
- 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: 2021/22 and commends the Report to the Board

SGC.48.22 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, which had been updated to reflect the recent resignations of members and the addition of the new member being recommended at this meeting.

The Committee was advised that

- apart from staff and student members and the CEO, all members are asked to complete the questionnaire
- the skills and experience correlate 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 had 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. As advised elsewhere at this meeting, this platform has been extended and it was agreed that the Director of Governance would send a reminder to all members that this was still available and would serve as a good 'starting point' in providing some refresher training for those who may need it and also for new members joining the Board.

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.49.22 Annual review of the attendance of members at meetings of the Corporation Board and its Committees: 2021/22

The Director of Governance presented a report, which provided details of the attendance of members at meetings throughout the year 2021/22.

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 extent to which benchmarking is possible against other colleges

Members discussed the findings of the review and noted that the level of attendance is similar to that of the previous year and there were no issues.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.50.22 Annual review of the business of the Search and Governance Committee: 2021/22

The Director of Governance presented a report, which provided the annual review of the business of the Committee during 2021/22.

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 agreed that all Action Points have been addressed to the satisfaction of the Committee.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.51.22 Any other business

Members noted that there was no other business.

SGC.52.22 Dates of scheduled meetings: 2022/223

Thursday 9 February 2023

Thursday 11 May 2023

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD:

DATE: 9 February 2023

A handwritten signature in black ink, appearing to read 'R. Jones', is written over the signature line.