

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 14 OCTOBER 2021 VIA MICROSOFT TEAMS

Meeting commenced: 15.30

Meeting ended: 16.45

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.32.21 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.33.21 Apologies for Absence

There were no apologies for absence.

SGC.34.21 Notification of Any Other Business

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

SGC.35.21 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 13 May 2021

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

SGC.36.21 Matters arising and action points from the minutes of the meeting

Members reviewed the Action Points arising from the meeting. The Director of Governance advised that the AoC published the revised Code of Good Governance on 1 October. The AoC have advised that this version is to be used against the 2021/22 academic year and the current version can be used for 2020/21. Members were advised that the audit of compliance will be updated against the new version and presented to the Committee for consideration at the February meeting.

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.37.21 Risk Management: Autumn 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 and, in discussion, agreed that

- in view of developing concerns around the strategic direction of Surrey County Council (SCC), the wording associated with the contributing risk should be amended to include threats and opportunities from local authorities
- it was felt that SCC is becoming focused on taking control over post-16 employer engagement and adult education strategies and, in the light of these concerns, it was suggested that it would be helpful if the Chair made contact with them to highlight our rationale and objectives
- although students are now back in college with a good start to the new year, the impact of Covid is still evident in many ways with some complaints received from local residents. However, with the community police reporting that students are respectful with no evidence of inappropriate behaviour, the risk associated with negativity among student behaviours should be raised as the College remains mindful that this may still be a concern to residents

The Committee was advised that to support the risk associated with a failure to position the College for a strong outcome that meets stakeholder needs; the Executive had commissioned research into how well the College's curriculum meets local needs. It was pleasing to hear that the outcomes are positive and look forward to receiving the outcomes when they are presented at the October Curriculum Strategy meeting.

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 2021 and commends the report for approval by the Board

SGC.38.21 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 four reappointments to be considered during the year, one of which will be considered at this meeting.

The Committee considered issues arising from the report:

Simon Bland left the meeting

Independent Members

Re-appointment of Simon Bland

Members noted the need to consider the re-appointment of Simon Bland whose period of appointment expires on 31 December 2021.

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

- served as a member of the Finance and Resources, Search and Governance, Senior Post Holders' Employment and Strategy Committees

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

Members were informed that Simon 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 Simon be recommended for re-appointment.

Simon Bland re-joined the meeting

Student Members

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 Committee was advised that at the meeting of the Corporation Board held on 8 July 2021, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve.

In order to strengthen membership of the Audit Committee, Grace Marriott has been invited to serve on this committee, which she has agreed to. She will also continue to serve on the Learning and Quality Committee.

Members reviewed the committee membership for 2021/22, which took effect from 1 September 2021. It was agreed that each committee would have a full complement of appropriately qualified and experienced members for 2021/22.

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 to receive and note the report
- agreed that Grace Marriott will serve on the Audit Committee in addition to the Learning and Quality Committee
- approves and recommends to the Corporation for approval the reappointment of Simon Bland for a second four-year term from 1 January 2022

SGC.39.21 Governors' Development and Training Programme

The Director of Governance 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 2020/21

- there have been a number of webinars facilitated by the AoC and offered to members at no cost, which have been very informative and this will continue for 2021/22
- the Board took advantage of the AoC/Education and Training Foundation (ETF) Governance Development Programme for College Boards for a one year period, which offers governors the opportunity to undertake a number of online modules relating to governance, including finance, audit and curriculum
- the Chair of the Corporation continues to participate in the AoC Chair's network for both the London and South East regions, this network has also been expanded to Vice Chairs
- the Chair of the Corporation continued with the second module of the Chair's Leadership Programme offered by the ETF, giving the opportunity to again work with high profile governance experts and explore the latest governance thinking and practice

The Committee was advised that following publication of the latest ESFA Post-16 Audit Code of Practice, there is a requirement for audit committees to consider the development and training available of its members. The Audit Committee have acknowledged that, although the training and development of all members of the Board is kept under review by the Search and Governance Committee, the Audit Committee would also consider any training as required.

Members noted that the development and training programmes identified in 2020/21 were built on those identified in 2019/20 and were further informed by the Governance Self-Assessment in 2020 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 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 2020/21 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 '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 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 2018/19 the total hours were 410.5, an average of 15.79 per individual (26 individuals)
- 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)

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 2020/21
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2021/22

SGC.40.21 Governors' Quality Improvement Plan (QIP) 2020/21

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

The Committee was reminded that the QIP had been approved at the meeting of the Corporation Board held on 8 July 2021 and was now submitted for the final 'sign-off' by the Committee, following an update of progress during the remainder of the Summer term 2021. 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: 2020/21 and commends the document for the approval by the Board.

SGC.41.21 Governors' Quality Improvement Plan 2021/22: Autumn Term 2021

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2021/22: Autumn 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 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
- the level of support for student governors would be extended to staff governors

Members noted the key impact measures arising from the report

Resolved

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

SGC.42.21 Annual Report of the Search and Governance Committee: 2020/21

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 was one retirement during the year and three reappointments to a second term of office
- there were no new appointments and there are currently no vacancies
- 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: 2020/21 and commends the Report to the Board

SGC.43.21 Annual review of the attendance of members at meetings of the Corporation Board and its Committees: 2020/21

The Director of Governance presented a report, which provided details of the attendance of members at meetings throughout the year 2020/21.

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.44.21 Annual review of the business of the Search and Governance Committee: 2020/21

The Director of Governance presented a report, which provided the annual review of the business of the Committee during 2020/21.

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.45.21 Any other business

Members noted that there was no other business.

SGC.46.21 Dates of scheduled meetings: 2021/22

Thursday 10 February 2022

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:

A handwritten signature in cursive script, appearing to read 'A. Baird', is written over a horizontal dotted line.

DATE: 10 February 2022