



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 9 FEBRUARY 2017

Meeting commenced: 18.00

Meeting ended: 19.10

PRESENT

Mr Andrew Baird
Ms Rosemary French
Mrs Liz Rushton
Mrs Jayne Dickinson

Independent Member
Independent Member
Independent Member
Principal and Chief Executive

Chair

APOLOGIES FOR ABSENCE

Mr Ray Elgy

Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.01.17 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.02.17 APOLOGIES FOR ABSENCE

Apologies for absence were received from:

Mr Ray Elgy - business commitments

AGREED

The Committee accepts the apologies for absence.

SGC.03.17 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.04.17 UNCONFIRMED PART 1 AND PART 2 MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 20 OCTOBER 2016

The minutes of the part 1 and part 2 meeting were approved and signed as a correct record.

SGC.05.17 MATTERS ARISING AND ACTION POINTS FROM THE PART 1 AND PART 2 MINUTES OF THE MEETING

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.06.17 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 a vacancy for an independent member following the retirement of Mrs Margaret Davey on 31 December 2016
- the number of independent members will continue to be subject to review in light of any future retirement or resignation
- there are no further reappointments due for the remainder of 2016/17

Dr Barbara Spittle

Members were advised that formal resignation has been received from Dr Barbara Spittle. Her current term of office was due to end on 31 August 2018 and, in accordance with the Governor Recruitment and Succession Planning Policy and Procedures, has given the required 3 months' notice. She will leave the Corporation on 31 March 2017. This will create a vacancy for an independent member with effect from 1 April 2017.

Members were advised that a potential candidate with relevant expertise has been approached to fill the current vacancy. This candidate would be interviewed by the Committee at the next meeting should they wish to progress with their application. In addition, a second potential candidate has come forward who will also be interviewed by the Committee should they decide to progress their application. In the meantime, potential candidates would continue to be sought, with a particular focus on having a background in FE/Ofsted related expertise.

Members discussed the issues raised in the report and agreed that

- the focus for potential new members would be on having a background in FE and Ofsted related expertise
- consideration could be given to increasing the size of the Corporation if necessary to accommodate suitable new members
- if the Corporation decided not to increase the size of the overall membership, the option to invite external co-options to serve on any Corporation committee could be utilised in order to secure suitable new members with a view to becoming independent members when a vacancy arises

Student Members

The current student members were appointed at the end of the Summer Term 2016 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 2017.

Staff Members

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

Members reviewed the current committee membership structure, noting the current vacancy on the Finance and Resources Committee.

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.

AGREED

The Search and Governance Committee agreed

- to receive and note the report
- to note that Dr Barbara Spittle leaves the Corporation on 31 March 2017, creating a vacancy for an independent member from 1 April 2017
- that the focus for potential new members would be on having a background in FE and Ofsted related expertise
- that consideration could be given to increasing the size of the Corporation if necessary to accommodate suitable new members
- that if the Corporation decided not to increase the size of the overall membership, the option to invite external co-options to serve on any Corporation committee could be utilised in order to secure suitable new members with a view to becoming independent members when a vacancy arises

SGC.07.17 RISK MANAGEMENT: SPRING 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.

Members were reminded that 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 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.

Members considered the detail of the highlighted revisions to each of the risk areas, noting that

- There are no high level risks currently attributable to Risks R1 and R2
- The change to the summary sheet to include the addition of a 'responsibility' column and the change to the corresponding column in the detail risk summary to 'operational responsibility' giving clarity to the lead responsibility

In discussion, the Committee agreed that, as the current profile of the Board indicate a number of retirements from 2020 onwards, which could potentially create a less experienced Board, an appropriate entry with regard to this should be made on the risk register under Risk R2 'ineffective governance and management arrangements'.

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 high level risks for the Spring Term 2017 and commends the report for approval by the Board, subject to an appropriate entry being made on the risk register with regard to the number of retirements from 2020 onwards.

SGC.08.17 REVIEW OF COLLEGE GOVERNANCE WITH THE MEMBERS OF THE CORPORATION: 2016/2017

The Chair of the Corporation presented a report on the findings of his 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 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 (Principal, Deputy Principal and Vice Principal) 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 2016 with all independent and staff governors
- Student governors have regular meetings with the Principal and Chief Executive which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Clerk to the Corporation
- The Principal and Chief Executive 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 capability of the Board has increased in recent years through an effective search process which identifies gaps in skills and capacity and then seeks to fill them as well as a period of stability in its membership
- There is a strongly held view that the Board is now able to challenge more 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

- Further consideration will be needed on the development of the Board as longer serving members approach the end of their third and final term
- Participation in the College's performance management through the termly review programme is seen as crucial in building an understanding of the strengths and weaknesses of the organisation
- Learning Walks are valued as a means of developing a better appreciation of the curriculum and how staff and students work together
- 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 Clerk 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 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 highly competent and the quality of the relationship between governors and the Principal is crucial to the performance of the Board
- Reports presented are of good quality and written in styles that make them accessible to all members of the Corporation

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2016/2017 review indicates that governors consider that they can contribute to the College and that its governance processes are robust, although an appropriate level of challenge must be maintained.

Members discussed the key issues identified for improvement by governors during the course of the review, in particular

- The process for approving revisions to policies and procedures should include an assessment of their effectiveness and that this should begin with those which relate to issues that are rated as high on the Risk Register
- The move to holding meetings of the joint Corporation and Executive Strategy Committee outside of the Boardroom was welcome and this committee has been key in preparing the college for its participation in the area review process and its aftermath
- The development of the Search and Governance committee to bring a greater focus on the Governor Recruitment and Succession Planning Policy and Procedure was considered successful

Members noted the impact measures arising from the report.

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: 2016/2017
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

SGC.09.17 E-GOVERNANCE UPDATE

The Clerk to the Corporation presented for information a report detailing the progress of the first term of operation of e-governance by the Corporation Board.

Members were reminded that, since October 2013, the Board has been working towards the implementation of e-governance to conduct its business. Following a trial period during 2016, it was approved at the meeting of the Corporation Board in July 2016 that e-governance was adopted as a permanent way of working from the start of the 2016/17 academic year. It was agreed that the Search and Governance Committee would review the success of e-governance after the first term of operation.

Members were advised that all governors were consulted for their views on the operation of e-governance after the first term. There had been a good response from governors who were in agreement that it is working well and are very happy to continue with using e-governance to conduct its business.

Members discussed the issues raised in the report and agreed that the implementation of e-governance has been successful and gave thanks to the Clerk for her efforts in managing the process. The Clerk would continue to manage the operation with support from IT, for as long as it was deemed necessary, and that it was not necessary for any further progress reports on the operation of e-governance to be presented to the committee.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance committee agreed to receive and note the report.

SGC. 10.17 TERMLY REIVEW OF THE ATTENDANCE AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES 2016/2017: AUTUMN TERM 2016

The Clerk to the Corporation presented a report which provided details of the attendance of members at meetings during the Autumn Term 2016.

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 appropriate levels of attendance at meetings of the committees and the Corporation Board had been recorded. It was pleasing to note the 100% attendance at meetings of the Learning and Quality Committee and Corporation by the two student members.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report

**SGC.11.17 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2016/2017:
SPRING TERM 2017**

The Clerk to the Corporation presented a report with regard to the development and training programme for governors.

The Committee noted

- the extent of the programme during the Autumn Term 2016 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2017

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.

It was suggested that perhaps to help governors focus on the main areas for improvement by the College, some smaller groups could meet with key staff to enable more detailed questioning. After discussion, it was agreed that this would need to be carefully managed and perhaps a more sensible approach would for a presentation to be given on each of the main areas for improvement in turn at the start of meetings of the Corporation over the forthcoming year.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.12.17 ANY OTHER BUSINESS

Members noted that there was no other business.

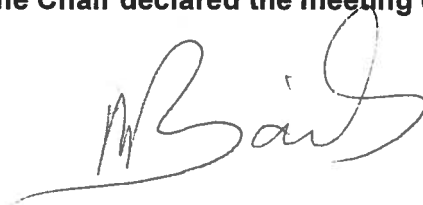
SGC.13.17 DATES OF SCHEDULED MEETINGS: 2016/2017

Thursday 18 May 2017

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 black ink, appearing to be 'M. Baird', written over a horizontal line.

DATE: 18 May 2017

