

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

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **MEETING HELD ON THURSDAY 9 MAY 2019**

Meeting commenced: 18.00

Meeting ended: 19.20

Boardroom, Redhill

#### **PRESENT**

Mr Andrew Baird

Mrs Jayne Dickinson

Mrs Liz Rushton

Ms Rosemary French

Mr Colin Monk

Independent Member

Chief Executive (College Group) Principal ESC

Independent Member

Independent Member

Independent Member

Chair

#### **CLERK TO THE COMMITTEE**

Mrs Sue Glover

Director of Governance

#### **SGC.13.19 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.

#### **SGC.14.19 APOLOGIES FOR ABSENCE**

There were no apologies for absence.

#### **SGC.15.19 NOTIFICATION OF ANY OTHER BUSINESS**

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

#### **SGC.16.19 UNCONFIRMED MINUTES OF THE OPEN AND PART 2 MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 7 FEBRUARY 2019**

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

#### **SGC.17.19 MATTERS ARISING AND ACTION POINTS FROM THE MINUTES OF THE MEETING**

Members agreed that there were no matters arising from the minutes of the meeting.

Members reviewed the Action Points arising from the meeting and agreed that satisfactory progress had been made.

#### **SGC.18.19 RISK MANAGEMENT: SUMMER TERM 2019**

The Chief Executive presented, for consideration and approval, a report, 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 S10: Inappropriate response to changes in government policy:** significant 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:** minor risk – no change

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

- The clear strategy in place for developing curriculum that is based on local need/national priorities/HE/student needs, which is resulting in successive positive recruitment at ESC for full time and apprenticeships with applications slightly ahead compared with the same point last year
- Applications at JRC are slightly higher than previous year with acceptances around the same. It was noted that the acceptance process at JRC is currently under review as there was a concern about the number of conversions JRC had been able to make in previous year

Members discussed the proposed amendments and agreed that the amendments were appropriate.

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 risks for the Summer Term 2019 and commends the report for approval by the Board.

#### **SGC.19.19 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 no reappointments due for the remainder of the 2018/19
- There are currently no vacancies and the number of independent members will continue to be subject to review in light of any future retirement or resignation

##### **Student Members**

Members were reminded that following the merger it was agreed that the provision for Student Members on the Board from 2019/20 would be two, one from each college, with the addition of a Student Member Designate from each college who will attend meetings in the absence of the nominated Student Member.

Members were advised that arrangements are in hand to seek to ensure that nominations for new Student Members from each college might be considered at the meeting of the Corporation Board in July.

### **Staff Members**

Members were reminded that following the merger it was agreed that the provision for Staff Members on the Board from 2019/20 would be two, one from each college.

Members were advised that the current Academic Staff Member for JRC, Ms Abbee Cole, has served since 2015 and her appointment comes to an end on 11 May 2019. The current Academic Staff Member for ESC, Ms Kirsty Penfold, has tendered her resignation as the ESC Academic Staff Member due to her work commitments at the college, but has agreed to remain in post until the end of the current academic year. The current Support Staff Member for JRC, Mr Shaka Anderson, was appointed to the JRC Board in December 2018.

In the light of Kirsty's resignation, arrangements are in hand to hold an election for a Staff Member for ESC so that the nominated replacement can be received at the July Board. It was noted that Shaka remains in place as the JRC staff member.

### **Membership of Committees**

Members reviewed the current committee structure, noting the committees that the governors from JRC now serve on.

The Committee was advised that, as previously, Corporation Members would be invited at the July Board to give an expression of interest to the Director of Governance of any change in the committee they currently serve on and whether they would be willing to serve on more than one committee as well as the Strategy Committee for 2019/20.

### **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.

### **RESOLVED**

The Search and Governance Committee agreed

- to receive and note the report
- note the resignation of Kirsty Penfold
- that members would be invited at the July Board to give an expression of interest to the Director of Governance of any change in the committee they currently serve and whether they would be willing to serve on more than one committee in addition to the Strategy Committee for 2019/20

## **SGC.20.19 TERM OF OFFICE FOR BOARD MEMBERS**

The Director of Governance presented for consideration a report relating to the number of terms of office a governor may serve.

The Committee was advised that

- for a number of years the Board's tenure of office for members, with the exception of student members, has been
  - each appointment is for a 4 year term
  - members may serve up to three consecutive terms of office (3 terms of 4 years, maximum 12 years)

- In March 2015, the Code of Good Governance for English Colleges was introduced, which suggests that '*governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example, as Chair*'
- The previous 'English Colleges' Foundation Code of Governance' did not stipulate any 'good practice' arrangements for the number of terms a governor should serve
- A recent survey conducted via the Clerks' Network suggests that a number of colleges are following the good practice guidelines given in the Code of Good Governance for governors to not normally serve more than two consecutive terms unless specifically approved by the Board and the reasons recorded

Members discussed whether the Board should adopt the suggested two terms of office, as set out in the Code of Good Governance, or to continue with the current arrangements of three consecutive terms, noting that that the current membership of the Board indicates there are no members who are about to be considered for a third term. It was agreed that it would be helpful if the previous term of office served by members at JRC could be recorded.

Members agreed that it would be prudent for the Board to follow good practice guidance and to recommend to the Corporation Board that members should not normally serve for more than two terms (or a maximum of eight years). However, the Committee agreed that a degree of flexibility should be retained in order to be able to extend to a further term when necessary in circumstances such as members taking on the role of a Chair. All reappointments would continue to be considered by the Committee and should any require to go beyond two terms the reasons for doing so would be clearly recorded.

The Committee noted the key impact measures arising from the report, in particular the strategic and risk implications.

#### **RESOLVED**

The Search and Governance Committee recommends to the Corporation Board that Board Members are appointed on the basis that they should not normally serve for more than two terms (or a maximum of eight years) with a degree of flexibility to be retained to enable this to be extended when necessary

#### **SGC.21.19 GOVERNANCE POLICIES**

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

#### **GOV01 TERMS OF REFERENCE AND STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION BOARD: 2019/20**

Members were informed that

- the annual update of the document is considered on the basis of any changes to relevant documents eg 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
- the document has been amended in the light of the recent merger with changes such as job titles

Members reviewed the document and agreed to the proposed amendments, making some further suggestions relating to typographical changes, which the Director of Governance would amend before the document is presented to the Corporation Board.

**GOV02 CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION: 2019/20**

Members were advised that

- the annual update 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 has been updated in conjunction with the latest updates issued by Eversheds
- 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
- the document has been amended in the light of the recent merger with changes such as job titles

Members reviewed the document and agreed to the proposed amendments.

Members reviewed the following Governance Policies, which had been amended in the light of the recent merger with changes such as job titles, and agreed to the proposed amendments.

- **GOV03 GOVERNOR INDUCTION AND TRAINING POLICY: 2019/20**
- **GOV04 PUBLIC ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY POLICY: 2019/20**
- **GOV05 GOVERNOR RECRUITMENT AND SUCCESSION PLANNING POLICY AND PROCEDURE: 2019/20**
- **INSTRUMENT AND ARTICLES OF GOVERNMENT**

**RESOLVED**

The Search and Governance Committee approves and commends to the Corporation Board, subject to further amendment as discussed:

- GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2019/20
- GOV02 Code of Conduct for Members of the Corporation: 2019/20
- GOV03 Governor Induction and Training Policy: 2019/20
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2019/20
- GOV05 Governor Recruitment and Succession Planning Policy and Procedure: 2019/20
- Instrument and Articles of Government

**SGC.22.19 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2019/20**

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.

The Director of Governance suggested that it may be more appropriate for the Governors Quality Improvement Plan (QIP) to be monitored by this committee rather than the Learning and Quality Committee from 2019/20 and proposed that this is added to the Terms of Reference. In discussion, members agreed that the Committee would monitor the Governors QIP from 2019/20.

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: 2019/20.

**SGC.23.19 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2019/20**

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 reviewed the document, which reflected the business conducted 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: 2019/20.

**SGC.24.19 TERMLY REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2018/19**

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Spring Term 2019.

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.

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.

Members noted the impact measures arising from the report.

**AGREED**

The Search and Governance Committee receives and notes the report.

**SGC.25.19 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2018/19: SUMMER TERM 2019**

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 Spring Term 2019 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Summer Term 2019

The Committee expressed satisfaction with the commitment of governors during the first two terms and with the schedule proposed for the remainder of the year.

Members noted the impact measures arising from the report.

**AGREED**

The Search and Governance Committee receives and notes the report.

**SGC.26.19 ANY OTHER BUSINESS**

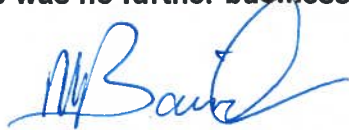
Members noted that there was no other business.

**SGC.27.19 DATES OF SCHEDULED MEETINGS: 2019/20**

Thursday 17 October 2019 - Redhill  
Thursday 6 February 2020 - Croydon  
Thursday 14 May 2020 - Redhill

All meetings commence at 18.00

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

A handwritten signature in blue ink, appearing to read 'M. B. ...', is written over the text 'SIGNED AS A CORRECT RECORD:'. The signature is fluid and cursive.

**SIGNED AS A CORRECT RECORD:**

**DATE: 10 October 2019**

