

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

PART 2 MEETING HELD ON THURSDAY 11 MAY 2023 BOARDROOM EAST SURREY COLLEGE

Meeting commenced: 18.40hrs

Meeting ended: 19.40hrs

Present

Bob Pickles	Independent Member	Chair
Lindsay Pamphilon	Chief Executive & Principal	
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.20.23 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.

There were no declarations of interest.

SGC.21.23 Apologies for Absence

There were no apologies for absence.

SGC.22.23 Notification of Any Other Business

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

SGC.23.23 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 9 February 2023

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

SGC.24.23 Matters arising and action points from the minutes of the meeting

Members reviewed the action points arising from the 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.25.23 Risk Management: Summer Term 2023

The CEO & Principal presented, for consideration and approval, the risk register which provided 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 considered the detail of each of the risk areas and, in discussion, agreed that

- the levels of the contributing risks in SG1 remain unchanged
- SG2.2 remains a high risk as development of HE is under review and will require a long-term plan to develop a refreshed offer
- SG2.3 remains a high risk due to difficulties in attracting staff, rising energy and other costs
- the contributing risks in SG3 are collapsed into one risk that reflects the 'College's ability to manage incidents of severe adverse publicity' and remains a medium risk
- the level of risk for SG4 remains low

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 2023 and commends the report for approval by the Board

SGC.26.23 Membership of the Corporation

The Director of Governance presented a report relating to the current membership of the Board and any action to be taken by the Search and Governance Committee.

Independent Members

Three resignations have been received during the term from the following independent members

- Colin Monk, leaving the Board 31 July 2023
- Simon Potten, leaving the Board 31 July 2023
- Ganesh Kumar left the Board on 31 March 2023

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

The application made to the FE Governor Recruitment Service had been successful and a referral made by the DfE to Peridot to assist with the recruitment of one new governor, which Committee members have already been involved with and it is anticipated that, following interviews at the end of May, a recommendation can be made to the Board in July.

Members were advised that the search for a co-opted member, predominately with financial expertise, to help strengthen the Finance and Resources Committee has so far been unsuccessful, but that a search for potential candidates will continue.

Student Members

The term of office for the current student members ends on 31 July 2023. Arrangements are currently in hand for student governor elections to take place this term so that nominations can be received by the Board in July to enable student governors to be in place for the start of the new academic year.

Staff Members

The term of office for the current staff members ends on 31 July 2023 and arrangements are currently in hand to elect new staff governors so that nominations can be received by the Board in July.

Link Governors

There are currently four Link Governors in place to support the following areas:

- Safeguarding and Prevent
- Higher Education
- Careers
- Sustainability

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

Membership of Committees

The committee membership for 2022/24, which took effect from 1 September 2022, was reviewed and it was agreed that, whilst all new members are given a choice of which committee they would prefer to serve on, the new member considered under the part 1 of this meeting would be best suited to the Learning and Quality Committee in the light of her skills and expertise and also forthcoming resignations.

It was noted that with the forthcoming resignation of Colin Monk, who is the current Chair of the Senior Post Holders Employment Committee, a new Committee Chair will be elected at the next meeting of this Committee to ensure they are in place before he leaves.

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.

Resolved

The Search and Governance Committee agreed to receive and note the report

SGC.27.23 Skills Audit and Training Needs Assessment/Diversity Audit

The Director of Governance presented the outcome of the Skills Audit, Training Needs Assessment and Diversity of the Corporation Board, which had been updated to reflect recent resignations and the addition of the new member being recommended.

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. It was agreed that the profile highlights the gap in financial expertise, which is currently being addressed.

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.

As had been highlighted at the previous meeting that members could benefit from some further training on finance related elements of governance, arrangements are being made for the Chief Operating Officer to deliver suitable training at the forthcoming strategic event in June.

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.28.23 Governors' Quality Improvement Plan 2022/23: Summer Term 2023

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2022/23: Summer Term 2023.

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: 2022/23: Summer Term 2023 and commends the document for the approval by the Board

SGC.29.23 Governance Policies

The Director of Governance presented the following governance documents for annual review and approval.

OSC50 - Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2023/24

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 amendment to adjust the composition of membership to 16 in this document and the Instrument and Articles, which is the level pre-merger with JRC, with the Board reserving the right to vary membership to reflect the requirements of the College.

OSC51 Code of Conduct for Members of the Corporation: 2023/24

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 seventeenth edition dated 2021 and the Code was updated last year to reflect the changes within this version. There has been no further version of the Code since this date

Members reviewed the document noting minor changes to titles and dates

OSC52 Governor Induction and Training Policy: 2023/24

Members were advised that only minor changes are proposed.

OSC53 Public Attendance at Meetings, Access to Corporation Business and Confidentiality Policy: 2023/24

Members were advised that only minor changes are proposed.

OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2023/24

Members were advised that only minor changes are proposed.

Instrument and Articles of Government

Members were advised that there have been no recommended changes suggested by Eversheds, but that the composition of membership has been adjusted as advised under the Terms of Reference and Standing Orders for the conduct of meetings.

Scheme of Delegation

Members reviewed the document, noting the revisions to dates when policies were reviewed. In discussion, members considered that the number of policies being approved by each of the committees appeared to be excessive and the Director of Governance agreed to review the list of policies against those that are mandatory with a view to refining the number of policies presented to governors.

The Committee agreed that the Scheme of Delegation was an extremely helpful document which very succinctly set out all areas of the College's business, how each responsibility is met and by whom. Members suggested that it could be helpful for a similar document to be produced for each committee. The Director of Governance would look to replicate this for each committee.

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: 2023/24
- OSC51 Code of Conduct for Members of the Corporation: 2023/24
- OSC52 Governor Induction and Training Policy: 2023/24
- OSC53 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2023/24
- OSC54 Governor Recruitment and Succession Planning Policy and Procedure: 2023/24
- Instrument and Articles of Government
- Scheme of Delegation

SGC.30.23 Terms of Reference and Standing Orders of the Search and Governance Committee: 2023/24

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: 2023/24

SGC.31.23 Annual Schedule of Business for 2023/24

The Director of Governance presented a report, which outlined the need to review, on an annual basis, the Annual Schedule of Business for the Corporation Board and Committees.

Members reviewed the document, noting that each committee would be asked during the summer term to review their items of business. The Search and Governance Committee agreed this reflected the business that would need to be conducted by this committee during the 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: 2023/24

SGC.32.23 Code of Good Governance for English Colleges

The Director of Governance presented a report to update on the progress of the revised Code of Good Governance for English Colleges.

Members were reminded that

- the Code of Good Governance for English Colleges was introduced by the AoC in March 2015 and was adopted by the Corporation Board
- 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 Code was revised in October 2021 and used from start of the 2021/22 academic year and the audit of compliance against this version was considered by the Committee at the last meeting when it was agreed that good progress had been made

The Committee was advised that the Code is to be revised again and the document consulted on during April 2023. The AoC National Chairs Council will be looking to sign off on the new Code at their away date in June. The final revised Code will be brought to the next meeting of the Committee together with an audit of compliance.

Agreed

The Search and Governance Committee agreed to receive and note the report

SGC.33.23 Termly review of the attendance at meetings of the Corporation Board and its Committees 2022/23: Spring Term 2023

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Spring Term 2023.

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 good.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report

SGC.34.23 Governors' Development and Training Programme 2022/23: Spring Term 2023

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 2023

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 noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.35.23 Any other business

Members noted that there was no other business.

SGC.36.23 Dates of scheduled meetings: 2023/24

Thursday 12 October 2023

Thursday 8 February 2024

Thursday 16 May 2024

All meetings commence at 16.00

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

SIGNED AS A CORRECT RECORD:

DATE: 12 OCTOBER 2023

A handwritten signature in black ink, appearing to read 'R. P. Jones', is written diagonally to the right of the signature line.