

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

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **PART 1 MEETING HELD ON THURSDAY 12 OCTOBER 2023 BOARDROOM, EAST SURREY COLLEGE**

Meeting commenced: 16.00hrs

Meeting ended: 17.20hrs

#### **Present**

|                   |                             |       |
|-------------------|-----------------------------|-------|
| Bob Pickles       | Independent Member          | Chair |
| Lindsay Pamphilon | Chief Executive & Principal |       |
| Liz Rushton       | Independent Member          |       |
| Simon Bland       | Independent Member          |       |

#### **Clerk to the Committee**

|            |                        |
|------------|------------------------|
| Sue Glover | Director of Governance |
|------------|------------------------|

#### **SGC.37.23 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.38.23 Apologies for Absence**

There were no apologies for absence.

#### **SGC.39.23 Notification of Any Other Business**

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

#### **SGC.40.23 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 11 May 2023**

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

#### **SGC.41.23 Matters arising and action points from the minutes of the meeting**

Members reviewed the action points arising from the meeting, noting those that would be picked up under this agenda.

It was agreed that all other matters had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meeting.

#### **SGC.42.23 Risk Management: Autumn 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 continues to remain 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, with MIS and Exams being the greatest risk areas, and with the staffing costs as a percentage of income needing to reduce for 2023/24 against a backdrop of a proposed pay rise of 6.5%
- the level of risk for SG4 remains low, particularly as there had been a good outcome from the recent External Governance Review

The Committee noted the key impact measures arising from the report.

### **Resolved**

The Search and Governance Committee approves the assessment of risks for the Autumn Term 2023 and commends the report for approval by the Board

### **SGC.43.23 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.

The Committee was reminded that at the meeting held on 6 July 2023, the Corporation agreed that the membership of the Board shall be up to sixteen members and has reserved the right in the Instrument and Articles to vary the overall number of governors to reflect the requirements of the College. The current membership of the Board is 16, made up as follows:

|                     |    |
|---------------------|----|
| Independent Members | 11 |
| Staff members       | 2  |
| Student members     | 2  |
| CEO/Principal       | 1  |

Plus one external co-opted member of the Audit Committee.

### **Independent Members**

Three new members were appointed to the Board in July 2023 who filled vacancies created by retiring members and identified skills gaps.

Members noted that the new independent member to be considered under the part 2 of this meeting had relevant skills that would fulfil further identified skills gaps.

The Committee was advised that the co-opted member of the Audit Committee, James Marshall, has advised that he is considering whether to continue when his current term expires in March 2024 and will confirm his decision by the end of the year.

### **Extension of current term – Liz Rushton**

Members were advised that Liz will have completed the extension to her term of office on 31 December 2023.

The Committee was reminded that Liz's term had been extended by one year in order to provide support for the new Chair while he settled into the role. During this period, new members have been appointed following resignations from the Board, one of whom Liz is mentoring.

The Chair advised that, during his recent 'one to one' meetings with members, as part of the Board's succession planning, suitable successors have been identified including recently appointed members, for the vacant key roles that would be created by Liz's retirement, i.e., Vice Chair, Chair of the Learning and Quality Committee and Link Governor for Safeguarding and Prevent. Simon Bland has emerged as a suitable candidate for the role of Vice Chair and Jenny Adamson as the Link Governor for Safeguarding and Prevent. However, it was felt that there will be insufficient time to execute a successful handover with Liz by the end of the year, particularly as one member has only recently joined the Board.

In discussion, members agreed that it would be prudent to allow Liz to continue for a short period in order to fully complete the handover to the successors of key roles. In agreement with Liz, it was considered appropriate to extend her term to the end of the current academic year, so that she would finish in July 2024. It was further agreed that she would relinquish the roles of Vice Chair, Chair of the Learning and Quality Committee and Link Governor for Safeguarding and Prevent on 31 December 2023 in order to allow new members to assume these but would remain on the Board as an independent member until 31 July 2024 in order to give them support.

### **Student Members**

The term of office for the current student members ended on 31 July 2023. Although elections took place in the summer term to identify new Student Presidents and Vice Presidents, it was decided to wait until enrolment had taken place in the autumn term before these are confirmed and the nominations put forward to the Board in October to enable student governors to be formally appointed.

### **Staff Members**

The current staff members were appointed for a four-year term with effect from 1 August 2023.

### **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.

The Board agreed in June 2023 to put in place a Link Governor for SEND, but that further discussion around the Link Governor Scheme and other areas of the College to be supported would be taking place at the meeting on 19 October.

### **Membership of Committees**

The Committee was advised that at the meeting of the Corporation Board held on 6 July 2023, 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 2023/24, which took effect from 1 September 2023. It was agreed that each committee has a complement of appropriately qualified and experienced members and that, whilst all new members are given a choice of which committee they would prefer to serve on, the new member being considered under the part 2 of this meeting would be best suited to the Audit Committee in the light of her skills and expertise. It was noted that there remained vacancies on some committees following resignations last term.

### **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
- Approves and recommends to the Corporation Board that
  - Liz Rushton's current term is extended to 31 July 2024
  - she relinquishes the role of Vice Chair, Chair of the Learning and Quality Committee and Link Governor for Safeguarding and Prevent on 31 December 2023 and remains as an independent member until 31 July 2024

### **SGC.44.23 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 2022/23

- 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 2023/24
- the Board joined the AoC/Education and Training Foundation (ETF) Governance Development Programme for College Boards in March 2021. 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 for 2023/24
- the Chair of the Corporation on his appointment in November 2022 participated in the Chairs' Leadership Programme offered by the ETF/AoC and has also participated 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 2022/23 were built on those identified in 2021/22 and were further informed by the Governance Self-Assessment in 2022 and the consequent Governors' Quality Improvement Plan.

The summary data from the skills audit is used to inform the process of selection of new members when required and the process of refreshing committee membership. The outcome of the skills audit in February 2023 identified that there was a limited amount of financial expertise on the Board and a recruitment process was undertaken leading to the successful appointment of two new members with relevant skills. The skills audit continues to be updated each time members retire from the Board and new members appointed and reported to the Committee. Similarly, the outcome of the training needs analysis helps to inform development and training proposals.

Members considered proposals for the new year in light of the programme undertaken in 2022/23 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 of the annual strategic planning sessions will be made to keep governors updated on key issues
- training sessions will be offered as required before full meetings of the Corporation Board
- 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. In addition, a programme of Governor Visits are to be offered in 2023/24
- 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 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 2022/23 the total hours were 308, an average of 15 per individual (21 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 2022/23
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2023/24

**SGC.45.23      Governors' Quality Improvement Plan (QIP) 2022/23**

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

The Committee was reminded that the QIP had been approved at the meeting of the Corporation Board held on 6 July 2023 and was now submitted for the final 'sign-off' by the Committee, following an update of progress during the remainder of the summer term 2023. 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: 2022/23 and commends the document for the approval by the Board.

**SGC.46.23      Governors' Quality Improvement Plan 2023/24: Autumn Term 2023**

The Director of Governance presented for consideration the Governors' Quality Improvement Plan for 2023/24.

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. However, for this year following the completion of the external governance review, the update for this coming year is to be based on the outcomes from this
- 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, which had been established following the Governors' self-assessment in June 2022, 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 agreed that each of the areas remained relevant and that the recommendations raised in the external governance review should be incorporated into the QIP, recognising that some of the recommendations made were already 'in train' by the Board. It was acknowledged that further discussions regarding the external governance review and the recommendations made would be held at the meeting on 19 October.

Members noted the key impact measures arising from the report.

**Resolved**

The Search and Governance Committee recommends to the Corporation Board that the current areas for development remain in the QIP for 2023/24 and that recommendations made in the external governance review are incorporated into the QIP

**SGC.47.23 External Governance Review**

The Director of Governance presented the final version of the report of the External Governance Review.

The Committee agreed that the reported presented a very pleasing and positive outcome. There had been no surprises and the recommendations made related to areas that were already in train for improvement by the Board and being discussed. The report would be presented to the full Board on 19 October for review and discussion.

**Agreed**

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

**SGC.48.23 Governance Policies**

The Director of Governance presented for consideration and approval proposed amendments to the Scheme of Delegation.

Members were reminded that, although the Scheme of Delegation had been approved by the Board in July, it was agreed that the list of policies within the document would be refined so that only those that are mandatory or strongly recommended are presented to the Committees and Board.

The Committee considered the proposed amendments and agreed that these were appropriate and that there were no further changes required.

**Resolved**

The Search and Governance Committee approves and recommends to the Board for approval the updated Scheme of Delegation

**SGC.49.23 Annual Report of the Search and Governance Committee: 2022/23**

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 four new appointments during the year, two of which were as a result of the successful application made to the FE Governor Recruitment Service
- there were four resignations during the year and three appointments, one of which was an extension to a current term
- oversight by the Committee of the External Governance Review and the successful implementation of the External Governance Portal

- 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: 2022/23 and commends the Report to the Board

**SGC.50.23 Skills Audit and Training Needs Assessment/Diversity Audit**

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

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.

As had been highlighted at the previous meeting that members could benefit from some further training on finance related elements of governance, it was noted that the Chief Operating Officer had delivered a training session to all members of the Board 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.51.23 Code of Good Governance for English Colleges (the Code)**

The Director of Governance presented the audit of compliance with the current version of the Code together with the revised version of the Code and suggested template to demonstrate compliance.

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. The audit of compliance against this version was regularly considered by the Committee and agreed that good progress had been made to ensure that the Board was compliant with the Code
- as advised at the previous meeting, the Code was being revised again and a new version has been published in September 2023

The Committee reviewed the audit of compliance with the current version of the Code and agreed that this appropriately evidenced that the Board was compliant with the Code. Members considered the revised version of the Code and agreed that this should continue to be adopted by the Board as it was specific to the FE sector and the framework helps to demonstrate that a high level of governance is being maintained by the Board.

#### **Resolved**

The Search and Governance Committee approves and recommends to the Corporation Board for approval

- the audit of compliance against the current version of the Code for 2022/23
- that the Code continues to be adopted by the Board utilising the revised version from 2023/24

### **SGC.52.23 Annual review of the attendance of members at meetings of the Corporation Board and its Committees: 2022/23**

The Director of Governance presented a report, which provided details of the attendance of members at meetings throughout the year 2022/23.

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.53.23 Annual review of the business of the Search and Governance Committee: 2022/23**

The Director of Governance presented a report, which provided the annual review of the business of the Committee during 2022/23.

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.54.23 Any other business**

Members noted that there was no other business.

**SGC.55.23 Dates of scheduled meetings: 2023/24**

Thursday 8 February 2024

Thursday 16 May 2024

All meetings commence at 16.00

At the conclusion of the Part 1 meeting, the Search and Governance Committee moved into a Part 2 meeting.

**SIGNED AS A CORRECT RECORD:**

**DATE: 8 February 2024**

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