



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

PART 1 MEETING HELD ON THURSDAY 20 OCTOBER 2016

Meeting commenced: 18.05

Meeting ended: 18.45

PRESENT

Mrs Margaret Davey
Mrs Jayne Dickinson
Mr Andrew Baird
Ms Rosemary French

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Dr Barbara Spittle

Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

The Clerk to the Corporation advised that it would be necessary to appoint the Chair of the Committee at the beginning of the Part 1 meeting and therefore item 3 of the Part 2 meeting would be taken after the apologies for absence.

SGC.31.16 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.32.16 APOLOGIES FOR ABSENCE

Apologies for absence were received from Dr Barbara Spittle.

The Committee agreed to accept the apologies for absence.

SGC.33.16 APPOINTMENT OF COMMITTEE CHAIR

The Clerk advised the Committee that at the meeting of the Corporation Board held on 14 July 2016, Dr Barbara Spittle had resigned as Chair of the Corporation on 31 August 2016 and that Mr Andrew Baird had been elected as Chair of the Corporation with effect from 1 September w2016.

Members were informed that, in accordance with the Terms of Reference and Standing Orders of the Committee, the Chair of the Board shall normally be appointed as Chair of the Committee and as a consequence of Mr Baird's appointment as Chair of the Corporation he should assume the Chair of the Search and Governance Committee. It was unanimously agreed that Andrew Baird shall be appointed as the Chair of the Committee.

RESOLVED

The Search and Governance Committee recommends to the Corporation Board that Andrew Baird is appointed as the Chair of the Committee.

SGC.34.16 INTERVIEW FOR MEMBERSHIP OF THE CORPORATION: MR COLIN MONK

The Chair informed members that the application of Mr Colin Monk had been received as a consequence of the vacant position for an independent member.

18.10 Mr Colin Monk joined the meeting

The Chair welcomed the applicant to the meeting and, following introductions indicated the basis on which the Search and Governance Committee would give consideration to his application.

Members interviewed Mr Monk relative to his completed Governor Application Form and curriculum vitae. At the conclusion of the interview, Mr Monk was invited to ask questions of the Committee and to affirm his continued candidacy for appointment. Mr Monk confirmed his continued candidacy.

At the conclusion of the interview, the Chair thanked the applicant for his attendance and indicated that the decision of the Committee would be communicated the following day.

18.40 Mr Monk left the meeting

Members discussed the application of Mr Monk relative to

- The response to the set of questions asked by the members of the Committee
- The relevance of the experience Mr Monk would bring to the Corporation
- The skills and diversity requirements of the membership of the Corporation
- Forthcoming vacancies for independent members or co-opted members

It was agreed that Mr Monk be appointed as an independent member of the Corporation. The appointment will be formally ratified at the next meeting of the Corporation on 8 December 2016, but in the meantime the Clerk would arrange for Mr Monk's induction at the college.

RESOLVED

The Search and Governance Committee recommends to the Corporation that Mr Monk be appointed as an independent member of the Corporation.

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: 9 FEBRUARY 2017

Meeting commenced: 18.45

Meeting ended: 19.20

PRESENT

Mr Andrew Baird
Mrs Jayne Dickinson
Ms Rosemary French
Mr Margaret Davey

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Dr Barbara Spittle

Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.35.16 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.36.16 APOLOGIES FOR ABSENCE

Apologies for absence were received from Dr Barbara Spittle due to personal commitments.

The Committee agreed to accept the apologies for absence.

SGC.37.16 NOTIFICATION OF ANY OTHER BUSINESS

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

**SGC.38.16 UNCONFIRMED MINUTES OF THE PART 1 AND PART 2 MEETINGS OF THE
SEARCH AND GOVERNANCE COMMITTEE HELD ON 19 MAY 2016**

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

**SGC.39.16 MATTERS ARISING AND ACTION POINTS FROM THE MINUTES OF THE
MEETINGS**

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.40.16 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 reminded that the Board currently has one vacancy for an Independent member, which has now been taken up by Mr Colin Monk following the Part 1 meeting. There is also one External Co-opted Member of the Audit Committee.

Ms Rosemary French left the meeting.

Re-appointment of Ms Rosemary French

Members noted the need to consider the re-appointment of Ms Rosemary French whose period of appointment expires on 31 December 2016.

Members were advised that, since her appointment to the Board in 2009, Ms French has

- Served as a member of the Audit Committee; member of the Learning and Quality Committee; member of the Search and Governance Committee and a member and Chair of the Senior Postholders' Employment Committee

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

Members were informed that Ms French has indicated her willingness to be considered for a third four year term of office.

Members discussed the issues raised in the report and were in full agreement that Ms French be recommended for re-appointment.

Ms French re-joined the meeting.

Re-appointment of Mr Ray Elgy

Members noted the need to consider the re-appointment of Mr Ray Elgy whose period of appointment expires on 31 December 2016.

Members were advised that, since his appointment to the Board in 2009, Mr Elgy has

- Served as a member of the Finance and Resources Committee; member of the Senior Postholders' Committee and a member of the Search and Governance Committee

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

Members were informed that Mr Elgy has indicated his willingness to be considered for a third four year term of office.

Members discussed the issues raised in the report and were in full agreement that Mr Elgy be recommended for re-appointment.

Re-appointment of Mrs Margaret Davey

Members were informed that Mrs Davey's current term ends on 31 December 2016. As this is the end of her third term of office she is not eligible to be reappointed.

As a consequence of Mrs Davey's retirement this will create a vacancy for an independent member with effect from 1 January 2017.

Members were advised that during the course of the year there are currently no other re-appointments to consider.

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

Members were advised that the current Support Staff Member, Mrs Hayley Dalton, will be leaving the College at the end of November and arrangements are in hand to hold an election for a replacement.

Mr Neil Ward, who was the Academic Staff Member, resigned in May and an election was held in June. Ms Kirsty Penfold was appointed Academic Staff Member for a four year term of office with effect from 1 August 2016.

Membership of Committees

The Committee noted that at the meeting of the Corporation Board held on 14 July 2016, all Corporation members were invited to give an expression of interest of any change in the committee they currently serve. The committee membership for 2016/17 which took effect from 1 September 2016 was reviewed and it was noted that each committee has a full complement of appropriately qualified and experienced members.

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 receives and notes the report and recommends to the Corporation Board that

- Ms Rosemary French is re-appointed as an independent member effective 1 January 2017 for a third four year term
- Mr Ray Elgy is re-appointed as an independent member effective 1 January 2017 for a third four year term
- Mrs Margaret Davey will be retiring as an independent member on 31 December 2016

SGC.41.16 RISK MANAGEMENT: AUTUMN TERM 2016

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. It was noted that there are no high level risks currently attributable to Risks R1 and R2 and therefore only Risks S10 and S7 are presented.

Members considered the details of the highlighted revisions to each of the risk areas and agreed to the amendments made.

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 Autumn Term 2016 and commends the report for approval by the Corporation Board.

SGC.42.16 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME

The Clerk to the Corporation 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 2015/16

- All members have benefited from a change of emphasis in the programme whereby all are more involved with the key College processes, in particular teaching, learning and assessment, on a basis which is internal to the College, rather than attending externally provided conferences and seminars which can be expensive, difficult to attend (in terms of time-off work) and which can fail to address adequately the issues required by members of the Board
- There have been a number of Webinars facilitated by the AoC, at no cost, which have been taken up by members

Members noted that the development and training programmes identified in 2015/16 were built on those identified in 2014/15 and were further informed by the Governance Self-Assessment in 2015 and the consequent Governors' Quality Improvement Plan.

Members considered proposals for the new year in light of the programme undertaken in 2015/16 and agreed that

- Opportunities will continue to be given to members to attend external meetings and conferences eg provision by AoC and AoSEC
- 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
- Induction of student governors will continue coupled with the NUS' Student Governor Support Programme
- 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 eg AoC Governance Briefings
- Appropriate governance update documents will continue to be lodged for reference in the e-Reading room
- 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 that

- In 2012/13 the total hours spent by governors on development and training was 283, an average of 15.74 per individual
- In 2013/14 the total hours spent by governors on development and training was 341, an average of 18.94 per individual
- In 2014/15 the total hours spent by governors on development and training was 329, an average of 17.32 per individual
- In 2015/16 the total hours spent by governors on development and training was 305, an average of 17.04 per individual

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 2015/16
- Approves, for endorsement by the Board, the Governors' Development and Training Programme for 2016/17

SGC.43.16 CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES

The Clerk to the Corporation presented, for consideration and approval, the East Surrey College Audit Review of Compliance with the Code of Good Governance for English Colleges.

Members were reminded and advised that

- The Code of Good Governance for English Colleges English Colleges was approved by the Corporation Board on 9 July 2015 for implementation with effect from 1 August 2015
- This Code replaces the previous English Colleges' Foundation Code of Governance
- The Audit and Accountability Annex to the previous Code which was issued on 31 March 2013 and adopted by the Corporation Board on 10 July 2014 has been confirmed redundant by the AoC as the new Code contains a section on Finance and Audit
- It is necessary to review the extent to which the College has complied with the requirements of the Code of Good Governance

Members considered the draft document, noting the extent to which the College complies with the requirements of the Code of Good Governance, and were in agreement to the proposed changes, making a further minor amendment.

Members noted the key impact measures arising from the document.

RESOLVED

The Search and Governance Committee approves, subject to a further minor change, and recommends to the Corporation Board the East Surrey College Audit of Compliance with the Code of Good Governance for English Colleges: 2016/17

SGC.44.16 ANNUAL REPORT OF THE SEARCH AND GOVERNANCE COMMITTEE: 2015/16

The Clerk to the Corporation 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

- There has been two retirements of independent members during the year
- There has been one new co-opted member of the Audit Committee appointed during the year
- There has been three independent members re-appointed during the year
- There is one vacancy with effect from 1 September 2016
- 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: 2015/16 and commends the Report to the Board

SGC.45.16 ANNUAL REVIEW OF THE RESTRICTED MINUTES OF THE SEARCH AND GOVERNANCE COMMITTEE

The Clerk to the Corporation presented a report in which she outlined the basis on which, in accordance with Instrument 17(4), it is appropriate for the Committee to review the restricted minutes of the meetings of the Committee.

Members were informed that there were no restricted minutes to be considered for review.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.46.16 ANNUAL REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2015/16

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings throughout the year 2015/16.

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 key issues arising from the analysis
- The extent to which benchmarking is possible against other colleges

Members discussed the findings of the review and noted

- that the overall attendance had increased over the previous year
- there had been good attendance by student governors during the year

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.47.16 ANNUAL REVIEW OF THE BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2015/16

The Clerk to the Corporation presented a report, which provided the annual review of the business of the Committee during 2015/16.

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 noted that all Action Points had been addressed to the satisfaction of the Committee.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.48.16 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.49.16 DATES OF SCHEDULED MEETINGS: 2016/2017

Thursday 9 February 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 blue ink, appearing to be 'M. Baird', written in a cursive style.

DATE: 9 February 2017