

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 9 FEBRUARY 2023 VIA MICROSOFT TEAMS

Meeting commenced: 18.00

Meeting ended: 19.15

Present

Bob Pickles	Independent Member	Chair
Lindsay Pamphilon	CEO & Principal	
Liz Rushton	Independent Member	
Colin Monk	Independent Member	

Apologies for absence

Simon Bland	Independent Member
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Clerk to the Committee

Sue Glover	Director of Governance
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SGC.01.23 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 other declarations of interest.

SGC.02.23 Apologies for Absence

Apologies for absence were received from Simon Bland.

The Search and Governance Committee agreed to accept the apologies for absence.

SGC.03.23 Appointment of Chair of the Search and Governance Committee

The Director of Governance advised the Committee that on resigning as Chair of the Corporation on 2 November 2022, Andrew Baird had also resigned as Chair of the Search and Governance Committee and, consequently, at this meeting the Chair of the Committee will need to be appointed. In accordance, with the Committee's Terms of Reference the Chair of the Corporation is normally appointed the Chair of the Search and Governance Committee.

Members unanimously agreed that Bob Pickles is appointed Chair of the Committee.

Resolved

The Search and Governance Committee approves the appointment of Bob Pickles as the Chair of the Committee.

SGC.04.23 Notification of Any Other Business

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

SGC.05.23 Unconfirmed minutes of the meeting of the Search and Governance Committee held on 13 October 2022

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

SGC.06.23 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 actions had been satisfactorily completed and that there were no other matters arising from the minutes of the previous meeting.

SGC.07.23 Risk Management: Spring Term 2023

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

- although remains a high risk, SG1.3 is lowered regarding impact. The Executive have good coverage of policy updates through AoC briefings at variety of levels and take appropriate action
- 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 risk rating for SG3 is not raised or lowered, however SG3.3 may be raised if staff perceive the Group's pay award to be inadequate
- as some of the risks within SG3 repeat the same concerns, the CEO & Principal will revise this section and collapse the risk to reflect the 'College's ability to manage incidents of severe adverse publicity' with a summary of the key issues
- there are no changes proposed to the risk rating for SG4. However, under SG4.1 the risks associated with governance arrangements will be separated so these can be better defined

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 Spring Term 2023 and commends the report for approval by the Board.

SGC.08.23 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

- although the Board is not actively seeking new independent members at this time, two potential candidates have presented themselves for consideration, one wishes to be considered for the start of the new academic year and will be presented to the next meeting and the other is in discussion with the Chair and Principal
- seeking new members has previously been through recommendations from existing members and various networks used by the previous Chair and Chief Executive and the Committee is asked to consider the use of an external recruitment agency when vacancies arise
- although each of the Committees have an appropriate balance of skills and expertise, it is suggested that the Finance and Resources Committee in particular could benefit from an additional member with relevant financial expertise through the appointment of a co-opted member
- there are no reappointments due for the remainder of the current academic year

Members discussed the issues raised. In consideration of the appointment of a co-opted member, the Director of Governance reminded members that each Committee's terms of reference made provision for the appointment of co-opted members. It was agreed that an additional member with relevant skills would strengthen the Finance and Resources Committee, and seeking suitable candidates on a co-opted basis could be a more favourable proposition to those who did not wish to have all the responsibilities associated with that of a full member. However, if suitable candidates with relevant expertise who wished to be considered as a full member presented themselves they should also be considered.

The Director of Governance presented details of two external recruitment agencies. In discussion, it was agreed that the use of an external agency would be better able to search relevant networks and identify suitable candidates to fill specific requirements. However, recommendations from existing members and through networking by the Chair and Principal should still be encouraged. An application to the FE Governor Recruitment Service would be made to seek new members, particularly those with financial expertise and to help improve the diversity of membership.

Student Members

The current ESC Student Member, Antonio Iancu, and JRC Student Member, Suhayla Mohamed, have been appointed to serve until 31 July 2023. In addition, there is a student member designate for each college who will attend meetings in the event the student member is unable to attend. However, there is currently no ESC designate as they have recently withdrawn from the College.

Staff Members

The current ESC staff member, Lily Franklin, was appointed for a four-year term with effect from 1 August 2019 and the current JRC staff member, Natalie Watkins, was appointed for a four-year term with effect from 1 September 2019. Their term of office ends on 31 July 2023 and arrangements will be made for elections to be held in the summer term.

Link Governors

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

- Safeguarding including 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 attended

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
- the use of the FE Governor Recruitment Service for seeking potential new members
- seek suitable candidates for a co-opted member for the Finance and Resources Committee

SGC.09.23 Governors' Quality Improvement Plan 2022/23: Spring Term 2023

The Director of Governance presented, for consideration and approval, the Governors' Quality Improvement Plan 2022/23: Spring 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 QIP is monitored on a termly basis by the Search and Governance Committee

The Committee reviewed the document, noting the proposed revisions, 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: Spring Term 2023 and commends the document for the approval by the Board

SGC.10.23 Review of College Governance with members of the Corporation: 2022/23

The Chair of the Corporation presented a report on the findings of the 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 the 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 (Chief Executive & Principal / Chief Operating Officer) 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 2022 with all independent and staff governors
- Student governors have regular meetings with the Chief Executive & Principal, which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Director of Governance
- the Chief Executive & Principal 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 Board continues to be extremely effective, a view attributed by some to the degree of stability in its membership. Given this, succession planning needs to be a longer-term consideration and, in this context, particular consideration needs to be given to how to broaden the membership of the board over time to address the growing need to satisfy the EDI agenda.
- there continues to be the strongly held view that the Board challenges very 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
- the successful move to 'virtual' meetings has led to this approach being adopted for committee meetings, with physical meetings for the full board
- 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 Director of Governance 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 Strategy Committee was regarded as an effective forum for broader discussion outside the more structured agendas of other committees
- 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
- the introduction of regular meetings of the Chairs of all Committees was welcomed by the Chairs

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 extremely competent and most commented positively on the quality of the relationship between governors and the Senior Management Team
- Governors were extremely appreciative of the way in which the Executive has met the challenge of merger with John Ruskin and the impact of the Covid pandemic
- reports presented are of good quality and written in styles that make them accessible to all members of the Corporation
- the introduction of a brief 'part 3' meeting attended by only independent governors after each full Board meeting was regarded as a worthwhile move

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2022/23 review indicates that governors consider that they contribute to the College and that its governance processes are robust, although an appropriate level of challenge must be maintained.

Members discussed the issues relating to the diversity of the Board and addressing the current EDI agenda for Boards. It was agreed that there should be more creative thinking about the Board's recruitment to develop a more diverse Board. Consideration will be given to widening relevant networks, i.e., black community networks, college alumni.

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: 2022/23
- the conclusions of the Review and, in particular, the key issues identified for improvement by governors

SGC.11.23 External Governance Review

The Director of Governance presented a report outlining proposals for addressing the areas of focus and outcomes for the forthcoming external governance review.

Members were reminded that the Corporation Board agreed in July 2022 that the AoC are retained to conduct the Board's external governance review in Spring 2023.

Members were advised that the process for the review is in seven phases, the first phase is the introductory session taking place in February 2023, between the Chair, Principal and Director of Governance, when the areas of focus and outcomes of the review are to be agreed.

The Committee considered the proposals presented, making suggestions to strengthen the issue of adopting good practice, and agreed these set out a good framework for the basis of the governance review. A date for the start of the review would be agreed at the introductory session and it was noted that all members of the governing body would be invited to take part in the review through participation of a survey.

Agreed

The Search and Governance Committee agreed to proposals presented for the introductory session of the external governance review, subject to amendment as discussed

SGC.12.23 Code of Good Governance for English Colleges

The Director of Governance presented the audit of compliance against the revised changes to the Association of College's (AoC) Code of Good Governance for English Colleges.

Members were reminded that

- the Code of Good Governance for English Colleges was first introduced by the AoC in March 2015 and 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 Corporate Governance Code or Charity 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 the 2021/22 academic year
- the revised audit of compliance was approved in June 2022, with a resulting action plan indicating where further work is required in order to comply with an activity in the Code

Members reviewed the action plan and were pleased to note the extent to which work has continued to ensure compliance against the Code.

The Committee was advised that the AoC are revising the Code again and a further version is expected at the end of April 2023.

Agreed

The Search and Governance Committee agreed to receive and note the extent of the work completed in the action plan

SGC.13.23 Termly review of the attendance at meetings of the Corporation Board and its Committees 2022/23: Autumn term 2022

The Director of Governance presented a report, which provided details of the attendance of members at meetings during the Autumn Term 2022.

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 the low attendance, particularly by the student governors which has been unfortunate despite best efforts to engage with them.

Members noted the impact measures arising from the report.

Agreed

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

SGC.14.23 Governors' Development and Training Programme 2022/23: Spring Term 2023

The Director of Governance presented a report regarding the development and training programme for governors.

The Committee noted

- the extent of the programme during the Autumn Term 2022 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring 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.

The Director of Governance advised that during recent discussion with the Chair and Principal, it was highlighted that members could benefit from an external trainer to give some further training on finance related elements of governance and suitable training is being considered.

With the exception of one member, all governors have completed online training for safeguarding/prevent, EDI and GDPR, which is part of the 3-year cycle of mandatory training for all staff.

Members noted the impact measures arising from the report.

Agreed

The Search and Governance Committee receives and notes the report.

SGC.15.23 Any other business

There was no further other business.

SGC.16.23 Dates of scheduled meetings: 2022/23

Thursday 11 May 2023, commencing at 18.00.

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

SIGNED AS A CORRECT RECORD:

DATE: 11 May 2023

A handwritten signature in black ink, appearing to be 'P. Kins', is written over the 'SIGNED AS A CORRECT RECORD:' text.