



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 22 OCTOBER 2015

Meeting commenced: 18.00

Meeting ended: 18.45

PRESENT

Mr Andrew Baird
Mrs Jayne Dickinson
Ms Rosemary French
Dr Barbara Spittle

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Mrs Margaret Davey

Independent Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.35.15 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.36.15 APOLOGIES FOR ABSENCE

Apologies for absence were received from Mrs Margaret Davey due to personal commitments.

The Committee agreed to accept the apologies for absence.

SGC.37.15 APPOINTMENT OF COMMITTEE CHAIR

The Clerk advised the Committee that at the meeting of the Corporation Board held on 9 July 2015 a new committee structure was approved effective 1 September 2015 and it was agreed that each Committee would elect a Chair for appointment by the Corporation Board.

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. It was unanimously agreed that the current Chair, Barbara Spittle, shall be reappointed as the Chair of the Committee.

RESOLVED

The Search and Governance Committee recommends to the Corporation Board that Barbara Spittle is reappointed as the Chair of the Committee.

SGC.38.15 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.39.15 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 21 MAY 2015 AND THE EXTRAORDINARY MEETING HELD ON 27 JUNE 2015

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

SGC.40.15 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.41.15 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 a full complement of Independent members, together with one External Co-opted Member of the Audit Committee.

Mr Baird left the meeting.

Re-appointment of Mr Andrew Baird

Members noted the need to consider the re-appointment of Mr Andrew Baird whose period of appointment expires on 31 December 2015.

Members were advised that, since his appointment to the Board in 2008, Mr Baird has

- served as the Chair of the Finance and Resources Committee
- served as the Chair of the Capital Project Steering Group
- served as a member of the Senior Postholders' Employment Committee
- served as a member of the Strategic Options Review Working Group
- been involved in the final stages of the College's major building project
- provided appropriate advice to the Vice Principal: Finance and Resources in the oversight of the financial management of the College

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

Members were informed that Mr Baird 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 Baird be recommended for re-appointment.

Mr Baird re-joined the meeting.

Members were advised that during the course of the year, it would be necessary to consider the re-appointment of the following independent members:

Mr Andrew Gilchrist	period of office ends 30.04.16	to be considered at the Spring Term meeting
Mrs Catherine Prest	period of office ends 30.04.16	to be considered at the Spring Term meeting
Mrs Isobel Wallace	period of office ends 30.04.16	to be considered at the Spring Term meeting
Ms Susan Kay	period of office ends 31.08.16	to be considered at the Summer Term meeting

Student Members

The current student members were appointed at the end of the Summer Term 2015 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 2016.

Staff Members

Members were reminded that the two Staff members were appointed to a four year term of office with effect from 1 August 2013.

Membership of Committees

Members noted that a new committee membership structure was agreed by the Corporation Board at the meeting held on 9 July 2015 and took effect from 1 September 2015. Each committee has a full complement of appropriately qualified and experienced members and the Chairs of each committee will be elected by members of each committee and appointed by the Board.

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

- Mr Andrew Baird is re-appointed as an independent member effective 1 January 2016 for a third four year term

SGC.42.15 RISK MANAGEMENT: AUTUMN TERM 2015

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 that reference to the Area Reviews detailed in Risk S10 should also be included under Risk S7 as these presented a risk/opportunity to the College.

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 2015 and, subject to the changes suggested, commends the report for approval by the Corporation Board.

SGC.43.15 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, during 2010/11, the Board reviewed and updated its Induction and Training Policy. The policy, which is subject to annual review, has not been amended since that time.

Members were advised that, during the course of 2014/15

- The skills audit and training needs assessment in May 2015 indicated that the Board has a range of appropriately experienced and knowledgeable people and no further recruitment is required
- The membership of the Board has been settled for a period in excess of twelve months
- 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

Members noted that the development and training programmes identified in 2014/15 were built on those identified in 2013/14 and were further informed by the Governance Self Assessment in 2014 and the consequent Governors' Quality Improvement Plan.

Members considered proposals for the new year in light of the programme undertaken in 2014/15 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 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

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 283.25, 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

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 2014/15
- Approves, for endorsement by the Board, the Governors' Development and Training Programme 2015/16

SGC.44.15

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 making a minor amendment to the wording regarding partnerships.

Members noted the key impact measures arising from the document.

RESOLVED

The Search and Governance Committee approves, subject to the changes suggested, and recommends to the Corporation Board the East Surrey College Audit of Compliance with the Code of Good Governance for English Colleges: 2015/16

SGC.45.15 GOVERNANCE POLICIES

The Clerk to the Corporation presented, for consideration and approval, a new policy, GOV05 Governor Recruitment and Succession Planning Policy and Procedure.

Members were reminded and advised that

- This policy has been introduced to support the Corporation's succession planning
- At the Self-Assessment and Strategic Planning Workshop held on 27 June 2015, the Corporation considered the draft policy and procedure
- The draft document was circulated to Corporation members following the meeting for further comments and these have been incorporated into the final version

Members reviewed the document and agreed that no further changes were required.

Members noted the impact measures arising from the report.

RESOLVED

The Search and Governance Committee approves and recommends to the Corporation Board GOV05 Governor Recruitment and Succession Planning Policy and Procedure

SGC.46.15 ANNUAL REPORT OF THE SEARCH AND GOVERNANCE COMMITTEE: 2014/15

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 independent member appointed during the year
- There has been two independent members re-appointed during the year
- During the year the overall membership of the Corporation Board was reduced from 18 to 16, which resulted in no vacancies
- 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: 2014/15 and commends the Report to the Board

SGC.47.15 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.48.15 E-GOVERNANCE

The Clerk to the Corporation presented an update on the approved proposals with regard to the initial implementation of e-governance in 2013/2014 and progress to date.

Members were reminded that

- Since the implementation of the Governors' e-Reading Room, the Board has been moving towards the conduct of its business utilising the College's IT systems
- The e-Reading Room houses the agenda and supporting papers for all meetings of the Board and its committees but, at the present time, the placement of papers in the e-Reading Room takes place after the papers have been issued to members in hard copy
- The working group established by the Search and Governance Committee to review the e-Governance proposals met in February 2015 and confirmed that the governors' e-Reading Room was still very much fit for purpose and there is a significant cost saving by moving to e-Governance
- It was agreed that a demonstration of the e-Reading Room and accessibility of papers would be given at the Away Day meeting on 27 June 2015 and following this the basis on which the programme might be rolled-out would be agreed. However, this was postponed and a further date arranged in September 2015

Members were advised that

- Mrs Liz Rushton, independent member, provided a detailed case study on the implementation of e-Governance at her previous college, which has prompted a further review of the implications of e-Governance. In the light of this, the demonstration arranged in September was postponed
- A working group has been established to review the case study on 16 November 2015

Members discussed the issues identified and agreed that following the review by the working group on 16 November 2015 the basis on which e-Governance might progress would be agreed.

Members noted the key impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report

SGC.49.15 ANNUAL REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2014/15

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings throughout the year 2014/15.

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 Board carried no vacancies for Independent and Staff members throughout the year, although two independent member had been re-appointed

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.50.15 ANNUAL REVIEW OF THE BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2014/15

The Clerk to the Corporation presented a report, which provided the annual review of the business of the Committee during 2014/15.

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.51.15 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.52.15 DATES OF SCHEDULED MEETINGS: 2015/2016

Thursday 11 February 2016

Thursday 19 May 2016

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD:



DATE: 11 February 2016



