



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 23 MAY 2013

Meeting commenced: 18.00

Meeting ended: 19.15

PRESENT

Mrs Margaret Davey
Mrs Jayne Dickinson
Mr Ray Elgy
Ms Jacqui Preston

Independent Member
Principal and Chief Executive
Independent Member
Support Staff Member

APOLOGIES FOR ABSENCE

Dr Barbara Spittle

Independent Member

CLERK TO THE COMMITTEE

Mr Melvyn Cass

Clerk to the Corporation

In the absence of Barbara Spittle, Chair of the Search and Governance Committee, Margaret Davey was elected Acting Chair.

SGC.12.13 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.13.13 APOLOGIES FOR ABSENCE

Apologies for absence were received from one member of the Committee:

Dr Barbara Spittle - ill health

AGREED

The Search and Governance Committee accepts the apologies for absence.

SGC.14.13 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.15.13 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 7 FEBRUARY 2013

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

SGC.16.13 MATTERS ARISING AND ACTION POINTS FROM THE MINUTES OF THE MEETING

Members agreed that there were no matters arising from the minutes of the meeting.

Members reviewed the Action Points arising from the meeting and agreed that satisfactory progress had been made.

SGC.17.13 MEMBERSHIP OF THE CORPORATION

The Clerk to the Corporation presented a report, for consideration and, as appropriate, approval, which identified issues relating to the current membership of the Board and action to be taken by the Search and Governance Committee.

Independent Members

The Committee was advised that the Board currently has a full complement of Independent members, together with one External Co-opted Member of the Audit Committee.

Student Members

Members noted that

- Zuzanna Czyzowska and Ellen Hall would complete their terms of office at the end of the current academic year

- arrangements are in hand to secure two new Student members during the latter part of the Summer Term for nomination at the meeting of the Corporation Board to be held on 11 July.2013

Staff Members

Members noted that

- Joe Main, Academic Staff Member, and Jacqui Preston, Support Staff Member, had indicated their intention to retire from membership of the Board at the end of the current academic year
- arrangements are in hand to secure their successors during the course of the Summer Term 2013 for nomination at the meeting of the Corporation Board to be held on 11 July 2013

Membership of Committees

Audit Committee

The Audit Committee has a full complement of appropriately experienced members. The Chair of the Committee is Andrew Gilchrist.

Finance and Resources Committee

The Finance and Resources Committee has a full complement of appropriately experienced members. The Chair of the Committee is Andrew Baird.

Learning and Quality Committee

The Learning and Quality Committee has a full complement of appropriately experienced members. The current Academic Staff Member, Joe Main, will retire from membership of the Board at the end of the current academic year and it is recommended that Joe's successor is appointed to succeed him as a member of this Committee. The Chair of the Committee is Margaret Davey.

Search and Governance Committee

The Search and Governance Committee has a full complement of appropriately experienced members. The current Support Staff Member, Jacqui Preston, will retire from membership of the Board at the end of the current academic year and it is recommended that Jacqui's successor is appointed to succeed her as a member of this Committee. The Chair of the Committee is Barbara Spittle.

Senior Postholders' Employment Committee

The Senior Postholders' Employment Committee has a full complement of appropriately experienced members. The Chair of the Committee is Rosemary French.

Gender Balance

Members considered the current gender balance of the membership of the Board and its committees and also noted 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 the report and recommends to the Corporation Board

- the elected Academic Staff Governor replaces Joe Main as a member of the Learning and Quality Committee
- the elected Support Staff Governor replaces Jacqui Preston as a member of the Search and Governance Committee

SGC.18.13

RISK MANAGEMENT: SUMMER TERM 2013

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: Changes in policy arising from Central Government changes:** 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 noted that it had not been possible to hold a meeting of the Committee's Strategic Risk Management Group during the Summer Term but the recommended changes had been identified and agreed by the members of the Group.

Members considered the detail of the highlighted revisions to each of the risk areas, noting the updates, and identified issues which might be considered for inclusion in the Autumn Term 2013.

Members suggested that consideration is given to changing the title of Risk S10 to 'Inappropriate response to changes in government policy'

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 risks for the Summer Term 2013 and commends the report for approval by the Board.

SGC.19.13

CHAIR OF THE CORPORATION'S REPORT TO THE SEARCH AND GOVERNANCE COMMITTEE: 2012/2013

The Acting Chair presented the report of the Chair of the Corporation on the outcome of the annual cycle of review meetings held between the Chair and individual governors.

Members were advised that, in accordance with Section 3.3 of the Foundation Code of Governance, the Search and Governance Committee is required to consider, on an annual basis, the report on the outcome of the annual cycle of review meetings between the Chair of the Corporation and individual governors which

- reviews the operation and performance of the Corporation and its committees
- gathers feedback on the quality and timeliness of the information provided to governors
- identifies personal development opportunities for individual governors

Members considered the basis on which the 2012/2013 Review of College Governance was undertaken, noting:

- the Chair invited to 1:1 meetings all Independent and Staff governors who were members of the Corporation on 1 September 2012
- a total of nine meetings with Independent and Staff governors were held
- following their appointment in December 2012, the Student governors have met with the Clerk to the Corporation and also meet regularly with the Principal and Chief Executive

Members considered the findings of the Review:

Effectiveness of the Corporation and its committees

- The Corporation functions well and maintains a strategic focus. Conducting the Strategic Options Review in 2010/11 drew the Board together and increased its effectiveness
- The membership of the Corporation is diverse and provides the College with a considerable knowledge base on which it can draw
- The Learning and Quality Committee and the termly Performance Reviews are currently the principal conduits through which governors oversee and contribute to the development of teaching and learning within the College. These are valued by the Board, however less formal experiences such as learning walks and discussion

opportunities would be welcomed and this will be an area of development in the 2013/14 academic year

- The Clerk to the Corporation is a major asset and is instrumental in the effectiveness of the Board and its committees
- Committees work effectively and are well supported by College systems and policies. Specific issues during the year had demonstrated the effectiveness of the governance processes
- The strategy days are a valuable opportunity to discuss key issues in greater depth than is possible during a Corporation meeting. The committees also encourage debate.

Quality and timeliness of the information provided to governors

- The Executive perform well at Corporation – they present information effectively and are open to questions and challenge. Governors have confidence in them as the Senior Management Team of the College
- The Self Assessment Report is central to our performance management and needs to be a substantial item on the Corporation's agenda with year on year comparison data
- The Governors Information Bulletin was suggested by a governor and is now published monthly
- The induction process is effective.

Personal development opportunities

- As noted above governors would welcome opportunities to visit curriculum areas
- The meetings provided an opportunity to discuss the contributions made by individual governors to Corporation and its committees and to consider how this might be developed.

Members commented on the value of the report and the basis on which issues identified in the report could be translated into the effectiveness of governance eg the Governors' Quality Improvement Plan

RESOLVED

The Search and Governance Committee approves the Report of the Chair of the Corporation to the Search and Governance Committee: 2012/2013 and commends the report to the Corporation Board.

SGC.20.13

THE MODIFIED INSTRUMENT AND ARTICLES OF GOVERNMENT

The Clerk to the Corporation gave an oral report reminding members of the need for the College, as a consequence of the Education Act 2011, to adopt modified Instrument and Articles of Government.

The Committee was advised that, following clarification of developments external to the College, it would now be appropriate to prepare a revised document for consideration by the Committee at the meeting to be held on 24 October 2013.

AGREED

The Search and Governance Committee notes the report.

SGC.21.13

THE ENGLISH COLLEGES' FOUNDATION CODE OF GOVERNANCE

The Clerk to the Corporation gave an oral report on the basis on which it will be necessary to review the implementation by the College of the English Colleges' Foundation Code of Governance.

Members were reminded that, at the meeting of the Corporation Board held on 12 July 2012, approval had been given to the adoption of the Foundation Code of Governance with effect from 1 August 2012.

Members were advised that a detailed audit review of the implementation of the Code in 2012/2013 is being undertaken by the Clerk and will be brought for consideration by the Committee at the meeting to be held on 24 October 2013.

AGREED

The Search and Governance Committee notes the report.

SGC.22 13 COLLEGE POLICIES

GOV01 TERMS OF REFERENCE AND STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION BOARD: 2013/2014

The Clerk to the Corporation presented a report on the annual update of the Terms of Reference and Standing Orders.

Members were advised that

- the annual update of the document is considered on the basis of any changes to relevant documents eg Instrument and Articles of Government.
- the current Terms of Reference and Standing Orders relate to the current Instrument and Articles of Government and, as such, require no change
- it will be necessary for the Committee to review and approve an amended document in conjunction with the review and approval of the revised Instrument and Articles of Government of the College

Members reviewed the document and agreed that it would be helpful if all annexes and appendices could be identified in the Contents section of the document.

GOV02 CODE OF CONDUCT FOR MEMBERS OF THE CORPORATION: 2013/2014

The Clerk to the Corporation presented a report on the annual update of the Code of Conduct for Members of the Corporation.

Members were advised that

- the annual update 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 has been updated in conjunction with the latest updates issued by Eversheds
- it will be necessary for the Committee to review and approve an amended document in conjunction with the review and approval of the revised Instrument and Articles of Government of the College

Members reviewed the document in light of the changes, noting that such changes were minor relative to the overall document.

Members agreed that it would be appropriate to highlight, for information, all changes made.

GOV03 GOVERNOR INDUCTION AND TRAINING POLICY: 2013/2014

The Clerk to the Corporation presented a report on the annual update of the Governor Induction and Training Policy.

Members considered the minor amendments to the document which were highlighted.

GOV04 PUBLIC ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY POLICY

The Clerk to the Corporation presented a report on the annual update of the Public Access at Meetings, Access to Corporation Business and Confidentiality Policy.

Members were advised that

- the Committee considers, on an annual basis, the updated document as Annex 4 of Policy GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation
- Policy GOV04 will continue to be annexed to Policy GOV01 but it is considered appropriate to establish it as a free standing policy in order that it might be included on the College website relative to the governance of the College

RESOLVED

The Search and Governance Committee approves and commends to the Corporation Board

- GOV01 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board: 2013/2014
- GOV02 Code of Conduct for Members of the Corporation: 2013/2014
- GOV03 Governor Induction and Training Policy: 2013/2014
- GOV04 Attendance at Meetings, Access to Corporation Business and Confidentiality: 2013/2014

SGC.23.13 TERMS OF REFERENCE AND STANDING ORDERS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2013/2014

The Clerk to the Corporation presented a report which outlined the need to review, on an annual basis, the Committee's Terms of Reference and Standing Orders.

Members reviewed the document, which was unchanged from the previous year, and agreed that no changes to the document were required.

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: 2012/2013.

SGC.24.13 ANNUAL SCHEDULE OF BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2013/2014

The Clerk presented a report which outlined the need to review, on an annual basis, the Committee's Annual Schedule of Business.

Members reviewed the document, which was unchanged from the previous year, and agreed that no changes to the document were required.

RESOLVED

The Search and Governance Committee approves the Annual Schedule of Business of the Search and Governance Committee: 2013/2014

SGC.25.13 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME: 2012/2013

The Clerk to the Corporation presented, for consideration and approval, an update to the approved programme of development and training for governors.

Members reviewed the development and training schedule for the year and noted additions to the schedule.

Members noted the spread of relevant development and training opportunities available to all members and the high levels of involvement of members.

Members indicated that it would be appropriate to consider some analysis of the impact of development and training in the annual report for the year and for the issues arising to be reflected in the Governors' Quality Improvement Plan.

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 update to the Governors' Development and Training Programme: 2012/2013 and commends the report for the approval of the Corporation Board.

SGC.26.13 TERMLY REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2012/2013

The Clerk to the Corporation presented a report which provided details of the attendance of members for the Autumn Term 2012 and Spring Term 2013.

Members were advised that minor amendments to the functionality of the spreadsheet were required.

Members noted the key impact measures arising from the report, in particular the strategic and risk implications.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.27.13 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.28.13 DATES OF SCHEDULED MEETINGS: 2013/2014

Thursday 24 October 2013
Thursday 13 February 2014
Thursday 22 May 2014

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD: 

DATE: 24 October 2013