

PRESENT

Mrs Margaret Davey
Mrs Jayne Dickinson
Mr Ray Elgy
Dr Barbara Spittle

Independent Member
Principal and Chief Executive
Independent Member
Independent Member

Chair

APOLOGIES FOR ABSENCE

Mrs Hayley Dalton

Support Staff Member

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.31.14 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.32.14 APOLOGIES FOR ABSENCE

Apologies for absence were received from Mrs Hayley Dalton due to business commitments.

The Committee agreed to accept the apologies for absence.

SGC.33.14 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.34.14 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 22 MAY 2014

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

SGC.35.14 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.36.14 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.

Re-appointment of Mr Brian Smith

Members noted the need to consider the re-appointment of Mr Brian Smith whose period of appointment expires on 31 December 2014.

Members were advised that, since his appointment to the Board in 2011, Brian has served as a member of the Audit Committee.

Members were informed that Brian has indicated he is unable to commit to a further term of four years, but he could consider a two year term of office. He has also advised that in the early part of 2015 he is going to be away for a few months.

Members were advised that the term of office for an independent member is a four year period as stated in the Corporation's Terms of Reference and Standing Orders.

Members discussed the issues raised and agreed that as Brian is unable to commit to a four year period he could not be reappointed. He will therefore leave the Corporation on 31 December 2014 with grateful thanks from the Corporation for his support and contribution over the past four years.

Members agreed that, in the light of the interview with Mrs Liz Rushton before the commencement of the meeting and the recommendation that she is appointed at the earliest opportunity, her appointment is confirmed to coincide with the departure of Brian Smith.

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 Michael Axelrod	period of office ends 30.04.15	to be considered at the Spring Term meeting
Dr Barbara Spittle	period of office 31.08.15	to be considered at the Summer Term meeting

Student Members

The current student members were appointed at the end of the Summer Term 2014 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 2015.

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 each committee has a full complement of appropriately qualified and experienced members and that each committee has a similarly qualified and experienced Chair.

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 Brian Smith is not reappointed at the end of his current term of office on 31 December 2014
- Mrs Liz Rushton is appointed as an independent member effective 1 January 2015

SGC.37.14 RISK MANAGEMENT: AUTUMN TERM 2014

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 advised that the Committee's Strategic Risk Management Group had met on 13 October 2014 and discussed a proposal going forward that the Executive would be changing the format and details of the Risk Register and Risk Management Plan with a view to concentrating on the key risks to the College following a reassessment of these. This would also include some changes to the presentation of the risk register.

Members considered the issue and agreed that the current format had stood the College in good stead, however it was now an opportunity for a review and advised this was a sensible approach to be taken. The current format would run for the remainder of the term when a new format would be presented to the Corporation at the December meeting.

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 Autumn Term 2014 and approves the proposal for a review of the format of the Risk Register and Risk Management Plan. The proposed format would be presented to the Corporation at the meeting in December.

SGC.38.14 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 2013/14

- 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 – a change of emphasis made even more pertinent by the demise of LSIS

Members noted that the development and training programmes identified in 2013/14 were built on those identified in 2012/13 and were further informed by the Governance Self Assessment in 2013 and the consequent Governors' Quality Improvement Plan.

Members considered proposals for the new year in light of the programme undertaken in 2013/14 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
- 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 noted the skills and diversity audit and training needs analysis in respect of the new members of the Board would be initiated in the Autumn term.

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

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 2013/14
- Approves, for endorsement by the Board, the Governors' Development and Training Programme 2014/15

SGC.39.14 THE FOUNDATION CODE OF GOVERNANCE, INCLUDING ANNEX A: AUDIT OF COMPLIANCE

The Clerk to the Corporation presented, for consideration and approval, the East Surrey College Audit Review of Compliance with the Foundation Code of Governance, including the Audit and Accountability Annex A.

Members were reminded and advised that

- The English College's Foundation Code of Governance was approved by the Corporation Board on 12 July 2012 for implementation with effect from 1 August 2012
- The Audit and Accountability Annex to the Code was issued on 31 March 2013. The document was submitted to the Audit Committee for information at the meeting on 20 June 2013 at which it was noted that the Corporation in light of the implications of the Joint Audit Code of Practice would consider this for formal adoption
- The internal auditor has indicated that the adoption by the College of the Audit and Accountability Annex would provide the template against which external audit will be conducted
- At the meeting of the Audit Committee held on 12 June 2014 the committee approved and recommended to the Corporation Board the adoption of the Audit and Accountability Annex to the Foundation Code of Governance. This was endorsed by the Corporation Board on 10 July 2014
- It is necessary to review the extent to which the College has complied with the requirements of the Foundation Code and the Audit and Accountability Annex

Members considered the draft document, noting the extent to which the College complies with the requirements of the Foundation Code of Governance and the Audit Accountability Annex. It was noted that as a consequence of the adoption of the Audit and Accountability Annex, and in addition to the provisions of the Joint Audit Code of Practice, it would be appropriate to review the Terms of Reference and Standing Orders of the Audit Committee. The Audit Committee at its next meeting will undertake this review.

Members noted the key impact measures arising from the document.

RESOLVED

The Search and Governance Committee approves and recommends to the Corporation Board the East Surrey College Audit of Compliance with the Foundation Code of Governance, including Annex A: 2013/14

SGC.40.14 ANNUAL REPORT OF THE SEARCH AND GOVERNANCE COMMITTEE: 2013/14

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

- A full complement of independent members, together with one External Co-opted Member of the Audit Committee, throughout the year
- There has been one independent member re-appointed during the year
- 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: 2013/14 and commends the Report to the Board

SGC.41.14 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.42.14 ANNUAL REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES: 2013/14

The Clerk to the Corporation presented a report, which provided details of the attendance of members at meetings throughout the year 2013/14.

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 one independent member had been re-appointed for a third four year term

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.43.14 ANNUAL REVIEW OF THE BUSINESS OF THE SEARCH AND GOVERNANCE COMMITTEE: 2013/14

The Clerk to the Corporation presented a report, which provided the annual review of the business of the Committee during 2013/14.

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.44.14 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.45.14 DATES OF SCHEDULED MEETINGS: 2014/2015

Thursday 12 February 2015

Thursday 21 May 2015

All meetings commence at 18.00

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

SIGNED AS A CORRECT RECORD: *B.M. Spittle*

DATE: 12 February 2015