

## **THE CORPORATION OF EAST SURREY COLLEGE**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **MEETING HELD ON THURSDAY 16 MAY 2024 VIA MS TEAMS**

Meeting commenced: 16.00

Meeting ended: 18.00

#### **Present**

Bob Pickles	Independent Member	Chair
Simon Bland	Independent Member	
Alex Hayman	Independent Member	
Jenny Adamson	Independent Member	
Liz Rushton	Independent Member	
Lindsay Pamphilon	Chief Executive/Principal	

#### **Apologies for absence**

Phillip Kerle	Independent Member
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#### **Clerk to the Committee**

Sue Glover	Director of Governance
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The Chair advised that, unfortunately, Sue Glover has become unwell and unable to join the meeting. On this occasion the meeting will be recorded so that the minutes can be documented in her absence.

#### **SGC.22.24 Declaration of Interests**

No additional declarations of interest were made.

#### **SGC.23.24 Apologies for Absence**

Apologies received from Phillip Kerle and Sue Glover.

#### **SGC.24.24 Notification of Any Other Business**

No notifications of any other business were made.

#### **SGC.25.24 Unconfirmed Minutes of the Meeting of the Search and Governance Committee held on 8 February 2024**

The unconfirmed minutes of the meeting of the Search and Governance Committee held on 8 February 2024 were discussed and approved.

#### **SGC.26.24 Matters Arising and Action Points from the Minutes of the Previous Meeting**

Discussed and approved.

#### **SGC.27.24 Risk Management: Summer Term 2024**

The risk register 2023/24 for the Search and Governance Committee Term 3 was discussed.

- The risk level for SG 1.2 has been raised to amber, mainly due to the uncertainty about the curriculum development plan for 2024 and the potential impact of changes in the FE sector. Members acknowledged that consideration will need to be given to the possibility of a change in government and its implications for funding at Level 3, as the Labour party has announced that they would stop the defunding if they came to power.
- The risk relating to pay is still red due to the UCU demanding a 10% pay increase, which was not discussed at the JCC meeting last week. The Union has previously been informed that pay increases of 1.5 or 2% would cause a deficit. A 2% increase means cutting about £500,000 from the budget.
- Risk of severe and adverse publicity remains amber.
- Succession Planning remains green, however, there was a discussion by the Committee regarding the level of likelihood and it was agreed this should raise to 3 or 4.
- **Action: Governance professional to update the risk register by changing the likelihood in 4.3 to 3.**

#### **SGC.28.24 Membership of the Corporation**

- **Current Membership**
  - The current membership of the Board is 17, made up as follows:

Independent members	12
Staff members	2
Student members	2
CEO/Principal	1

Plus one external co-opted member of the Audit Committee
- **Potential Members**
  - **Action: Governance professional to approach Peridot to start the process for recruitment of additional governors along with the use of LinkedIn**
  - **Action: Chair of Governors to give a presentation at the Strategy Day in October 2024 on the role of the Chair.**
  - **Action: Chair of Governors to assess if there is internal appetite for the role of Chair designate and if not to utilise Period to recruit a future chair.**
- **Succession Planning**
  - Members considered the Succession Planning Action and Risk Log, noting that all governors, both at Board and Committee level, have been added and agreed this gives a clear indication of when key roles will become available

#### **SGC.29.24 Governors' Quality Improvement Plan 2023/24: Summer Term 2024**

The Governors' Quality Improvement Plan was discussed and accepted.

#### **SGC.30.24 Governance Policies**

The following governance documents were presented for annual review and approval.

- **9.1 - OSC50 Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation Board**
- **9.2 - OSC51 Code of Conduct for members of the Corporation**
- **9.3 - OSC52 Governor Induction and Training Policy**
- **9.4 - OSC54 Attendance at Meetings, Access to Corporation business and Confidential Policy**

- **9.5 - OSC54 Governor Recruitment and Succession Planning Policy and Procedure**
- **9.6 - Instrument and Articles of Government**
- **9.7 - Scheme of Delegation**
  - The committee discussed various governance policies, including the terms of reference and standing orders for the conduct of meetings, the code of conduct for members of the corporation, the governor induction and training policy, attendance at meetings and confidentiality, governor recruitment and succession planning, instruments and articles, and the scheme of delegation.
  - The committee noted that there was a query about the number of students who can be on the board as recorded in the articles and instruments section 2 item D.
  - **Action: Governance Professional to check Section 2 item D which says at least 'two and no more than three' members who are students and confirm if we can have 'two or no more than four'.**
  - **Action: Governance Professional to go through the Articles and Instruments to confirm the title (Clerk/Director of Governance or Governance Professional) is consistent across all of the documents.**

**SGC.31.24 Terms of Reference and Standing Orders of the Search and Governance Committee: 2024/25**

The Committee's Terms of Reference and Standing Orders were presented for annual review and approval.

Members reviewed and agreed the proposed changes.

**SGC.32.24 Annual Schedule of Business of the Committees and Corporation Board for 2024/25**

- The Annual Schedule of Business of the Committees and Corporation Board for 2024/25 was discussed and reviewed.
- The committee noted the change to the approval process for staff pay. This would now go through Finance and Resources in June and would then be approved by Strategy in October. The committee noted that the Strategy meeting for October was not recorded on the schedule, and it would benefit from being noted accepting that it spans into the next academic year.
- **ACTION: Governance professional to update the Annual Schedule of business to reflect the timings of the pay award for staff.**

**SGC.33.24 Appraisal of the Chair of the Corporation**

The appraisal of the Chair of the Corporation was conducted by Liz Rushton, who has supreme amounts of experience in the sector. The overall responses by members to the survey were very positive and members really appreciated the chair's approach to the role, his commitment, dedication, and the way in which he acts as chair.

In discussion, members agreed that, in order to improve the process in future Chair's appraisals, the Chair should not be present for the discussion by the Committee.

**Action: Principal CEO to be part of the process as a governor next time.**

**Action: Review opportunities for other views to be captured which protects them from being identified.**

**Action: Confirm process by which Senior Post Holders may raise concerns about Chair of Governors.**

**SGC.34.24 Termly Review of the Attendance of members at meetings of the corporation Board and its Committees: 2023/24**

The attendance of members at meetings during the Spring Term 2023 was reviewed.

Members noted that there were no issues of significance arising from the report and that the levels of attendance at meetings of the committees and the Corporation Board in the spring term had been good.

**SGC.35.24 Termly Review of Governors' Development and Training Programme 2023/24: Summer Term 2024**

The Committee reviewed the Governors' Development and Training Programme for the Summer Term 2024 and discussed its effectiveness and any areas for improvement.

Action: New Governors to complete mandatory training – Governance Professional to follow up.

Action: Governance Professional to update the training plan to record co-opted Governors as such.

Action: Consider options for Co-Opted Governors to attend Strategy Meeting

**SGC.36.24 Committee Chairs Question Time**

The committee chairs had the opportunity to ask questions and discuss any issues or concerns with the committee.

There was a discussion regarding the way in which Governors gain assurance of areas of challenge and the opportunity for how this is recorded in minutes and the way in which Governor visits are planned linked to the College QIP and Board Assurance Framework.

Action: Governance Professional to agree with committee chairs the visits that will be carried out linked to their areas of responsibility and linked to the QIP and BAF at the start of the academic year.

**SGC.37.24 Any Other Business**

During the discussion of any other business, the CEO brought up the issue of personal email accounts being used instead of college email accounts. She mentioned that she thought they had agreed to move to using college email accounts and asked if there was a reason why they couldn't do that.

Action: implement use of College email accounts for all Governors.

**SGC.38.24 Schedule of Meetings: 2024/25**

Thursday 10 October 2024

Thursday 6 February 2025

Thursday 15 May 2025

**All meetings commence at 16:00hrs**

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

**SIGNED AS A CORRECT RECORD:**

**DATE: 10 October 2024**

