



THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

MEETING HELD ON THURSDAY 12 FEBRUARY 2015

Meeting commenced: 18.00

Meeting ended: 19.20

PRESENT

Mrs Margaret Davey

Mrs Hayley Dalton

Mrs Jayne Dickinson

Mr Ray Elgy

Dr Barbara Spittle

Independent Member

Support Staff Member

Principal and Chief Executive

Independent Member

Independent Member

Chair

CLERK TO THE COMMITTEE

Mrs Sue Glover

Clerk to the Corporation

SGC.01.15 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.02.15 APOLOGIES FOR ABSENCE

There were no apologies for absence.

SGC.03.15 NOTIFICATION OF ANY OTHER BUSINESS

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

SGC.04.15 UNCONFIRMED MINUTES OF THE MEETING OF THE SEARCH AND GOVERNANCE COMMITTEE HELD ON 23 OCTOBER 2014

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

SGC.05.15 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.06.15 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. The number of independent members was increased on 11 December 2014 in the light of the application received from Mrs Liz Rushton. Mrs Rushton has now received an induction from the Clerk and the Principal and will serve on the Finance and Resources and the Senior Postholders' Employment Committee.

Re-appointment of Mr Michael Axelrod

Members noted the need to consider the re-appointment of Mr Michael Axelrod whose period of appointment expires on 30 April 2015.

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

Members were informed that Michael is finding it difficult to attend all meetings of the Audit Committee and Corporation Board in addition to serving on the strategic options review working group due to his work commitments. However, he has indicated his willingness to continue for a second four year term if possible in a reduced capacity.

Members discussed the issue and agreed that Michael's expertise has been a great benefit to the Corporation and would be a noticeable loss if he were unable to continue. Members were advised that an independent member did not have to serve on a committee, but in order to retain membership he would have to attend meetings of the Corporation. It was agreed that Michael should be reappointed as an independent member without having to serve on a committee but would be expected to attend the meetings of the Corporation Board and the strategic options review working group as they occur.

Re-appointment of Mr Brian Smith

At the last meeting of the Search and Governance Committee held on 23 October 2014 it was agreed not to reappoint Brian when his term of office ended on 31 December 2014 due to his inability to commit to the required term of four years.

He subsequently reconsidered his position and met with the Chair and Vice Chair to discuss further. It was agreed that the outcome of the meeting would be considered at the next meeting of the Search and Governance Committee.

The Vice Chair advised members that Brian was still unable to commit to the required term of four years and following discussion it was agreed that, on this basis, the original decision of the committee that Brian is not reappointed should be upheld.

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

Dr Barbara Spittle	period of office ends 31.08.15	to be considered at the Summer Term meeting
Mrs Vanessa Guest	period of office ends 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 Michael Axelrod is reappointed as an independent member for a second four year term of office from 1 May 2015 to 30 April 2019
- Mr Brian Smith is not reappointed as an independent member

SGC.07.15 RISK MANAGEMENT: SPRING 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 key risks only being presented to committees. However, it was noted that the full register had been presented but for subsequent meetings only high level risks would be presented.

Members considered the details of the highlighted revisions to each of the risk areas, suggesting some minor amendments, and noting that no changes to the overall risk assessments have been made as the upcoming election has not yet affected any of the key provision delivered by the College.

The surrounding local college situations and effect on the strategic direction of the college are noted as still being under consideration by the Corporation Strategic Options Review working group.

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 Spring Term 2015 and commends the report for approval by the Board.

SGC.08.15 REVIEW OF COLLEGE GOVERNANCE WITH THE MEMBERS OF THE CORPORATION: 2014/2015

The Chair of the Corporation presented a report on the findings of her 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 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 (Principal, Deputy Principal and Vice Principal) 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 January 2015 with all independent and staff governors
- Student governors have regular meetings with the Principal and Chief Executive which cover issues arising from their work as governors and officers of the Student Union, they also receive support from the Clerk to the Corporation
- The Principal and Chief Executive 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

- The capability of the Board has increased in recent years through an effective search process which identifies gaps in skills and capacity and then seeks to fill them. This assessment was confirmed by the recent OFSTED inspection report, published in January 2015, which commented on the high ambitions and expectations which the governors hold for the college and "their broadly accurate view of the quality of teaching, learning and assessment"

- There is good engagement with teaching and learning and the assessment of performance, which was integral to the outcome of the OFSTED inspection. This has been developed through participation in the termly Performance Reviews and Learning Walks which have given a better appreciation of how staff and students work together in college settings and given a better insight into the curriculum
- The Corporation works effectively through delegation to its committees which allow Board meetings to focus on strategic issues
- The newly appointed Clerk has achieved a seamless transition and provides support to governors at and between meetings
- The emphasis on preparing for the OFSTED inspection and the briefings for governors on what to expect had been beneficial

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 Board's strategic discourse and decision making
- 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

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

- They work closely with senior managers through their participation in Performance Reviews and Learning Walks and that these are opportunities to develop the understanding necessary to provide effective challenge
- The Executive are viewed as highly competent

Conclusion

Members considered the conclusion of the report, noting that the outcome of the 2014/2015 review indicates that governors consider that they can contribute to the College and that its governance processes are robust resulting in a pleasing inspection outcome

Members discussed the key issues identified for improvement by governors during the course of the review, in particular

- The Board welcomes the opportunity to refresh the memberships of the committees for 2015/2016
- That a way should be found of maintaining the collegiality formed among members during preparing for the inspection
- The governor bulletin is not currently fulfilling its potential and suggested a monthly update with content closer to that currently presented in the Principal's report and focus on performance, particularly on progress towards achieving the strategic plan targets
- As the current Chair is completing her sixth year in the role, it is accepted that the Board needs to initiate a succession planning process

Members noted the impact measures arising from the report.

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: 2014/2015
- The conclusions of the Review and, in particular, the key issues identified for improvement by governors

SGC.09.15 SKILLS AUDIT AND DIVERSITY AUDIT AND TRAINING NEEDS ASSESSMENT: 2015

The Clerk to the Corporation presented for consideration and approval the Skills Audit and Diversity Audit and Training Needs Assessment questionnaire indicating proposed amendments to enable a better analysis of skills and knowledge within the governing body.

The Committee were reminded that every member contributes areas of experience, knowledge and skills to the governing body. It is important that there is a balance of expertise within the committees and the governing body as a whole and, therefore, a skills audit is required to be carried out on an annual basis to ensure an appropriate balance of skills and expertise within its membership. When vacancies occur the skills audit will help to identify any gaps in skills and expertise.

Members reviewed the document and agreed the relevance of the changes and suggested some further minor amendments.

Members noted the impact measures arising from the report.

RESOLVED

The Search and Governance Committee approves and commends to the Board the Skills Audit and Diversity Audit and Training Needs Assessment: 2015, subject to minor amendments being made

SGC.10.15 THE ENGLISH COLLEGES' FOUNDATION CODE OF GOVERNANCE – UPDATED VERSION

The Clerk to the Corporation presented for consideration details of the consultation process for the new version of the English Colleges' Foundation Code of Governance.

Members were reminded and advised that

- the Code of Governance was developed by the Association of Colleges working through the AoC Governors' Council and was first published in 2009. It was adopted by the Corporation Board in 2012
- The AoC are currently working on a new version of the Code and are ready to consult on the latest draft. The Code is in two parts, part one sets out the values, expectations and principles of good governance, part two expands each principle and describes underpinning good practice
- A set of questions have been presented to help collate views on the new version

Members gave consideration to the proposed questions and following discussion agreed that there would be no real benefit to participating in this process and agreed not to participate in the consultation process.

RESOLVED

The Search and Governance Committee agreed not to participate in the consultation process for the new version of the English Colleges' Foundation Code of Governance

SGC.11.15 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
- At the meeting of the Search and Governance Committee held on 24 October 2013 it was agreed
 - To establish a working group, to include the College IT Manager, to take forward proposals
 - The basis on which the programme might be rolled-out initially, eg via Search and Governance Committee
 - The proposals reported to the Board meeting held on 14 June 2014
- At the Board meeting held on 14 June 2014 it was agreed that progress should continue to ensure full implementation of e governance during 2014/2015

Members were advised that the working group has now been established, to include the Clerk to the Corporation, Ray Elgy, independent member, Administrator to the Clerk to the Corporation and the IT Manager, and a meeting took place on 5 February 2015. Members were advised that the working group reviewed the original proposals and Ray Elgy presented the outcome of the findings to the Committee:

- The governors e Reading Room is still very much fit for purpose
- The area is secure and access is controlled by the Clerk's office who ensures relevant login and passwords are only given to current members
- All documents loaded into the e Reading Room are in a pdf format so that users with tablets/MAC/windows PCs are able to download and open
- Annotation on papers can be done using Adobe Acrobat Reader and the IT Manager can arrange assistance
- Corporation members would need to be canvassed to establish what equipment individuals have to download papers and bring to meetings, ie iPad/laptop.
- Corporation members will have the option of printing their own papers, but if there are members who wish to read papers electronically at meetings but have nothing available, the college may be able to supply a suitable machine for meetings, provided enough notice is given
- IT would ensure there is WIFI access to the internet for each meeting and suitable power supply
- There is a significant cost saving by moving to e governance

Members discussed the issues identified and agreed that it would be appropriate to continue to promote the establishment of e governance. It was noted that some reports may need to be reconfigured to allow easier reading electronically. 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.

Members noted the key impact measures arising from the report.

RESOLVED

The Search and Governance Committee endorses the proposal to secure the implementation of e governance and approves

- A demonstration of the e Reading Room and accessibility of papers at the Away Day meeting on 27 June 2015
- The basis on which the programme might be rolled-out to be agreed at the Away Day meeting on 27 June 2015

SGC.12.15 TERMLY REVIEW OF THE ATTENDANCE OF MEMBERS AT MEETINGS OF THE CORPORATION BOARD AND ITS COMMITTEES 2014/2015: AUTUMN TERM 2014

The Clerk to the Corporation presented a report which provided details of the attendance of members at meetings during the Autumn Term 2014.

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 that there were no issues of significance arising from the report and that appropriate levels of attendance at meetings of the committees and the Corporation Board had been recorded.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.13.15 GOVERNORS' DEVELOPMENT AND TRAINING PROGRAMME 2014/2015: SPRING TERM 2015

The Clerk to the Corporation presented a report with regard to the development and training programme for governors.

The Committee noted

- the extent of the programme during the Autumn Term 2014 and the involvement of governors in the various events and activities
- the events and activities scheduled for the Spring Term 2015

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.

Members noted the impact measures arising from the report.

AGREED

The Search and Governance Committee receives and notes the report.

SGC.14.15 ANY OTHER BUSINESS

Members noted that there was no other business.

SGC.15.15 DATES OF SCHEDULED MEETINGS: 2014/2015

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: 

DATE: 21 May 2015