Governance, Performance & Reputation Committee
Terms of Reference – 2026-27

1. Purpose

Appendix A includes a one-page summary outlining the context and purpose of the Governance, Performance & Reputation (GP&R) Committee.

2. Committee Composition

Core Membership	• The Chair of the Board • Vice Chair of the Board – Curriculum & Student Experience • Up to four further members of the Board. • Staff and Student Governors may not be appointed to this committee.
Co-opted Members	• Co-opted Members may not be appointed to this committee.
Committee Chair & Committee Vice Chair	• The Committee Chair and Committee Vice-Chair will be annually appointed by the Board. • In the absence of the Committee Chair and Vice-Chair, the GP&R Committee may appoint another member to act as Chair for that meeting.
Lead Officer	• Director of Governance, who will also act as Clerk to the Committee.
Other Attendees	• The CEO & Principal shall not be a member of the Committee but shall be in attendance. • Other College officers, as required by the GP&R Committee, e.g. the Director of People Services.

3. Meetings & Quoracy

Frequency	• To meet **at least three times a year**, and as required.
Pre-Meetings	• Pre-meeting discussions may be scheduled to enable additional 'deep dive' discussion time as appropriate.
Quorum	• 40%, with **at least three members present**.
Minutes & Recommendations	• Meeting minutes (excluding confidential items) will be circulated to all members of the Board, via the Governor's portal (Diligent Boards). • Any recommendations for approval will be tabled for ESCG Board consideration at its earliest convenience.

4. Relationship With Other Committees

Resources, Culture & Impact Committee	• It is the purpose of the RC&I Committee to consider, review and advise the ESCG Board on matters not delegated to the CEO & Principal connected with the staffing of the College, including current and projected staffing needs, staff retention, recruitment policy, contractual arrangements and the remuneration and other terms and conditions of all College staff other than for Senior Post-holders, which is overseen by the GP&R Committee. • Oversight of the College's reputation and brand strategy falls under the purview of the GP&R Committee. However, any associated budgetary implications and linkages with environmental and social impact matters are overseen by the RC&I Committee.

Inter-Committee Oversight	• The Committee shall have regard to the effective functioning and coherence of the Corporation's committee structure as a whole, and may recommend refinements to responsibilities or inter-committee arrangements where this would improve clarity, effectiveness or assurance.

5. Responsibilities

Board & Committee Effectiveness	• To monitor the attendance of the Board and Committees and make recommendations on appropriate action to address non-attendance. • To receive the Skills Audit reviews of the current membership of the Board and its Committees. These will be monitored to identify areas of expertise or interest which are under-represented, which should be taken into account when vacancies occur. • To ensure that the Board and its Committees undertake an annual review of performance and effectiveness, with a view to produce a Governance Improvement Plan as output of this process. • To ensure that the Board undertakes an External Board Review every three years and incorporates key recommendations into the Governance Improvement Plan. • To oversee the development, review and effective application of the Board's Risk Appetite framework, including advising on appropriate use cases to support strategic decision-making. • In considering governance effectiveness, the Committee shall have regard to the contribution of Staff and Student Governors and the effectiveness of mechanisms for capturing and responding to their input at Board and Committee level.
Governor Networking & Development	• To monitor and evaluate Governor learning and development. • To advise the Board about the induction, essential training and ongoing development of members of the Board and its Committees. • To ensure that there are strategies in place to provide current Governors with development and support to fulfil their roles and move into key governance roles if desired when the opportunity arises.
Governor Recruitment & Succession Planning	• To ensure that governor vacancies are publicised in transparent and appropriate ways to make them known as widely as possible in line with the Board's Succession Planning Policy. • To search for appropriately skilled candidates for appointment by the Corporation, in accordance with the Instrument & Articles of Government and Standing Orders, after following the approved procedure for the appointment of Governors. • To evaluate the contribution, performance and attendance of existing members of the Board and its Committees who may be seeking re-nomination, and to make recommendations to the Corporation regarding reappointment following the Board's standing orders and concerning the Nolan Principles and the Code of Conduct, Culture and Values. • To monitor the diversity profile of Corporation Members and, having due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation. • To recommend processes for the recruitment of the Chair, Staff Governors and Student Governors.

	• This includes oversight of succession planning for Board and Committee leadership roles, including the Chair, Vice Chairs, Committee Chairs and Ambassador roles, to ensure continuity, capability and resilience.

Senior Post Holder Performance	• To oversee the effectiveness of the senior post holder appraisal process and the extent to which performance targets are met in line with the annual cycle.
	• To advise the ESCG Board on:
	  ○ Any concerns in relation to the capability or conduct of senior post holders.
	  ○ Any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of any senior post holder.
	• Following consideration of the performance of senior post-holders against the agreed targets, to agree and recommend for ESCG Board approval, the appropriate remuneration for each senior post-holder for the following year.
	• To determine, and advise the Board on the remuneration, grading pay and conditions of service for the holders of senior posts.
	• To consider matters of equity, diversity and inclusion with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure for senior post-holders.
	• To agree and recommend to the ESCG Board clear, transparent and measurable objectives for the CEO & Principal, Senior Post Holders, including the Director of Governance.
	• To agree and recommend to the Board the targets/objectives for each senior post-holder for the following year.
	• To monitor the implementation of the Colleges Senior Post Holders Remuneration Code.
	• To receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.
	• To recommend to the Board policies for the conduct, discipline, grievance and dismissal of senior post holders.

Reputation Transformation	• To ensure that the College develops a cohesive brand strategy. • To ensure that the College's PROUD values are embedded throughout all aspects of college life. • To ensure a single brand message is in place, to drive effective recruitment. • To ensure that the College is well informed about its various local, national and business stakeholders including having a dialogue with the colleges and universities that are engaged in partnership and progression. • To monitor the impact and effectiveness of the College's reputation, brand and stakeholder engagement activity, including consideration of reputation indicators, stakeholder feedback, external recognition and alignment with the College's strategic objectives.

Statutory Obligations	• To ensure compliance with the Instrument & Articles of Government.
	• To annually review the following core governance documents:
	  ○ The Instrument & Articles of Government and byelaws.
	  ○ The Code of Conduct
	  ○ The Standing Orders
	  ○ The Scheme of Delegation

	• To monitor and manage conflicts of interest. • To provide annual assurance to the Board on the effectiveness and independence of the Director of Governance, having regard to reporting lines, safeguards and professional standards. • To produce an annual report describing the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. • To consider any governance issues identified during internal and external audits of the College, and report to the Board on recommended remedial action. • To review best practice in governance in the FE and voluntary sector and advise the Board of appropriate action as necessary.
Other	• To review the Committee's Terms of Reference at least annually. • To deal with any matters specifically referred to the GP&R Committee by the ESCG Board. • To obtain external benchmarking data, independent professional advice or specialist support where appropriate to support effective governance, Board recruitment, performance evaluation and continuous improvement. • To initiate and respond to inter-committee referrals as appropriate, where matters fall wholly or partly within the remit of another committee, and to escalate issues to the Board where required. • To obtain independent professional advice as necessary.

6. Delegable Functions – Policies, Key Documents & Routine Reports

Whilst some functions of the Board are non-delegable, certain duties have been delegated to the GP&R Committee for approval. The following table distinguishes between those reports, policies and key documents that have been designated for Committee level (rather than Board) approval, as indicated in **yellow/bold**:

Item	Approval Level	Frequency
Term Specific Agenda Items		
1. GP&R Priority Board Key Performance Indicators	Board	Annual
2. GP&R Committee Performance Indicators	**Committee**	**Annual**
Annual Reports		
3. Compliance with the DfE's Publication Requirements for College Websites	**Committee**	**Annual**
4. Compliance with the Code of Good Governance	**Committee**	**Annual**
5. Declarations of Interest Register	Board	Annual
6. Governance, Performance & Reputation Report	Board	Annual
7. Mapping Against the Senior Post Holder Remuneration Code	**Committee**	**Annual**
8. Reputation & Brand Report	**Committee**	**Annual**
Strategies & Master Plans		
9. Board Risk Appetite	Board	Annual
10. College Reputation & Community Engagement Master Plan	Board	Every 4 Years
Policies & Key Documents		
11. Code of Conduct for Corporation Members (Eversheds)	Board	Every 2 Years
12. Code of Good Governance (AoC)	Board	Every 2 Years
13. Governor Handbook	**Committee**	**Every 2 Years**

Item	Approval Level	Frequency
14. Governor Networking & Development Programme	**Committee**	**Annual**
15. Governor Recruitment & Succession Planning Policy	**Committee**	**Every 2 Years**
16. Governor Visits Policy	Board	Every 2 Years
17. Instrument & Articles of Government	Board	Every 2 Years
18. New Governor Mentoring Policy	**Committee**	**Every 3 Years**
19. Scheme of Delegation	Board	Annual
20. SPH Capability Procedure*	**Committee**	**Every 3 Years**
21. SPH Disciplinary Procedure*	**Committee**	**Every 3 Years**
22. SPH Grievance Procedures*	**Committee**	**Every 3 Years**
23. SPH Remuneration Code (AoC)	Board	Every 3 Years
24. Standing Orders	Board	Annual
25. GP&R Committee Terms of Reference	Board	Annual

**Where Senior Post Holder policies are approved at committee level, the Board shall retain visibility through receipt of a summary of changes and reserves the right to require escalation for approval where appropriate.*

7. Review & Approval

- Committee Review & Recommendation for Approval — 5th May 2026
- ESCG Board Approval — 9th July 2026

Summary of Changes

Version	Effective	Summary of Change	Prepared By	Approved By
1.	3rd July 2023	New GP&R Committee Terms of Reference	Director of Governance	ESCG Board
2.	8th July 2024	• Minor grammatical amendments. • Amendment to the list of Annual Reports. • Amendment (increase) in the number of policies delegated for GP&R Committee level approval. • Amended review frequencies for some polices. • New term specific agenda item (KPIs) with Board and Committee level approvals	Director of Governance	ESCG Board
3.	7th July 2025	• Minor grammatical corrections. • Inclusion of the requirement to undertake an External Board Review every 3 years. • Inclusion of the 'Mapping Against the Senior Post Holder Remuneration Code' annual report. • Inclusion of new 'Governor Visits Policy'. • Inclusion of oversight for related master plans/strategic documents • Increase in committee level approvals.	Director of Governance	ESCG Board

Version	Effective	Summary of Change	Prepared By	Approved By
		• Amendment of 'Compliance with the Code of Good Governance' to GP&R Committee level approval. • Amendment of 'Governor Learning & Development Programme to GP&R Committee level oversight.		
4.	9th July 2026	• Clarified the GP&R Committee's role in overseeing Board and Committee effectiveness. • Recognised GP&R's role in ensuring an effective and consistent governance structure and framework. • Strengthened GP&R's remit in governor recruitment and succession planning. • Correction to Committee level approval for some SPH policies. • Addition of the 'AoC SPH Remuneration Code' to the list of Board approved policies. • Amended policy names – 'Governor Handbook', 'Governor Networking & Development Programme' etc. • Addition of a new annual report related to compliance with DfE publication requirements for college website. • Clarified monitoring of reputation/ stakeholder engagement. • Captured need for assurance on the independence of the DoG. • Clarified authority to obtain external benchmarking and independent advice to support governance, performance and remuneration oversight. • Addendum related to retaining Board visibility of changes to SPH policies.	Director of Governance	ESCG Board

Appendix A – Committee Context

Governance, Performance & Reputation Committee

Strategic Ambition

- ***Reputation & Partnership:*** *We will build our reputation for innovation, excellence and dynamic partnership by positioning ourselves as the East Sussex productivity 'engine'.*

Board & Committee Effectiveness

Adopt an approach of continual review and evaluation to drive ongoing review and improvement in governance practice.

Statutory Obligations

In executing the annual cycle of business, ensure that the Corporation meets its statutory and legal obligations.

Governor Training & Development

Encourage Governors to engage with a broad range of training and development to continually develop their knowledge, skills and expertise.

Reputation Transformation

Support and challenge the Executive to establish ESCG as the local college of choice, evidenced through growth in market share and stakeholder feedback.

Governor Recruitment & Succession Planning

Adopt a proactive approach in recruiting Governors with an appropriate range of skills and experience, diversity of thought and establish a membership that is representative of the communities that the college serves.

Simplification of Information

Leverage a range of concise and targeted reports, key performance indicators and benchmarking data to identify trends and enable a holistic approach to decision making.

Senior Post Holder Performance

Ensure a robust performance management cycle for senior post holders, including appropriate recommendations on remuneration, pay and conditions.