

## Governance, Performance & Reputation Committee Terms of Reference – 2023-24

### 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

<b>Core Membership</b>	<ul style="list-style-type: none"> <li>The Chair of the Board</li> <li>Vice Chair of the Board – Curriculum &amp; Student Experience</li> <li>Up to four further members of the Board.</li> <li>Staff and Student Governors may not be appointed to this committee.</li> </ul>
<b>Co-opted Members</b>	<ul style="list-style-type: none"> <li>Co-opted Members may <u>not</u> be appointed to this committee.</li> </ul>
<b>Committee Chair &amp; Committee Vice Chair</b>	<ul style="list-style-type: none"> <li>The Committee Chair and Committee Vice-Chair will be annually appointed by the Board.</li> <li>In the absence of the Committee Chair and Vice-Chair, the GP&amp;R Committee may appoint another member to act as Chair for that meeting.</li> </ul>
<b>Lead Officer</b>	<ul style="list-style-type: none"> <li>Director of Governance, who will also act as Clerk to the Committee.</li> </ul>
<b>Other Attendees</b>	<ul style="list-style-type: none"> <li>The CEO shall not be a member of the Committee but shall be in attendance.</li> <li>Other College officers, as required by the GP&amp;R Committee, e.g. The Director of People.</li> </ul>

### 3. Meetings & Quoracy

<b>Frequency</b>	<ul style="list-style-type: none"> <li>To meet <b>at least three times a year</b>, and as required.</li> </ul>
<b>Pre-Meetings</b>	<ul style="list-style-type: none"> <li>Pre-meeting discussions may be scheduled to enable additional ‘deep dive’ discussion time as appropriate.</li> </ul>
<b>Quorum</b>	<ul style="list-style-type: none"> <li>40%, with <b>at least three members present</b>.</li> </ul>
<b>Minutes &amp; Recommendations</b>	<ul style="list-style-type: none"> <li>Meeting minutes (excluding confidential items) will be circulated to all members of the Board, via the Governor’s portal (Diligent Boards).</li> <li>Any recommendations for approval will be tabled for ESCG Board consideration at its earliest convenience.</li> </ul>

### 4. Relationship With Other Committees

<b>Resources, Culture &amp; Impact Committee</b>	<ul style="list-style-type: none"> <li>It is the purpose of the RC&amp;I Committee to consider, review and advise the ESCG Board on matters not delegated to the CEO 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 <u>other than the Senior Post-holders, which is overseen by the GP&amp;R Committee</u>.</li> <li>Oversight of the college’s reputation and brand strategy falls under the purview of the GP&amp;R Committee. However, any associated budgetary implications and linkages with the college’s Environmental and Social Impact strategy is overseen by the RC&amp;I Committee.</li> </ul>
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## 5. Responsibilities

<b>Board &amp; Committee Effectiveness</b>	<ul style="list-style-type: none"> <li>• To monitor the attendance of the Board and Committees and make recommendations on appropriate action to address non-attendance.</li> <li>• 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.</li> <li>• 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.</li> </ul>
<b>Governor Training &amp; Development</b>	<ul style="list-style-type: none"> <li>• To monitor and evaluate Governor learning and development.</li> <li>• To advise the Board about the training and induction of members of the Board and its Committees.</li> <li>• To ensure that there are strategies in place to provide current Governors with training and support to fulfil their roles and move into key governance roles if desired when the opportunity arises.</li> </ul>
<b>Governor Recruitment &amp; Succession Planning</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• To search for appropriately skilled candidates for appointment by the Corporation, in accordance with the Instrument &amp; Articles of Government and Standing Orders, after following the approved procedure for the appointment of Governors.</li> <li>• 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.</li> <li>• 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.</li> <li>• To recommend processes for the recruitment of the Chair, Staff Governors and Student Governors.</li> </ul>
<b>Senior Post Holder Performance</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• To advise the ESCG Board on: <ul style="list-style-type: none"> <li>○ Any concerns in relation to the capability or conduct of senior post holders.</li> <li>○ 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.</li> </ul> </li> <li>• 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.</li> <li>• To determine, and advise the Board on the remuneration, grading pay and conditions of service for the holders of senior posts.</li> </ul>

	<ul style="list-style-type: none"> <li>• 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.</li> <li>• To agree and recommend to the ESCG Board clear, transparent and measurable objectives for the CEO, Senior Post holders, including the Director of Governance.</li> <li>• To agree and recommend to the Board the targets/objectives for each senior post-holder for the following year.</li> <li>• To monitor the implementation of the Colleges Senior Post Holders Remuneration Code.</li> <li>• To receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.</li> <li>• To recommend to the Board policies for the conduct, discipline, grievance and dismissal of senior post holders.</li> </ul>
<b>Reputation Transformation</b>	<ul style="list-style-type: none"> <li>• To ensure that the college develop a cohesive brand strategy.</li> <li>• To ensure that the college’s values are embedded throughout all aspects of college life.</li> <li>• To ensure a single brand message is in place, to drive effective recruitment.</li> <li>• 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.</li> <li>• To ensure effective stakeholder engagement.</li> <li>• To gain assurance on awareness (brand penetration).</li> </ul>
<b>Statutory Obligations</b>	<ul style="list-style-type: none"> <li>• To ensure compliance with the Instrument and Articles of Government.</li> <li>• To annually review the following core governance documents: <ul style="list-style-type: none"> <li>○ The Instrument &amp; Articles of Government and byelaws.</li> <li>○ The Code of Conduct</li> <li>○ The Standing Orders</li> <li>○ The Scheme of Delegation</li> </ul> </li> <li>• To monitor and manage conflicts of interest.</li> <li>• 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.</li> <li>• To consider any governance issues identified during internal and external audits of the College, and report to the Board on recommended remedial action.</li> <li>• To review best practice in governance in the FE and voluntary sector and advise the Board of appropriate action as necessary.</li> </ul>
<b>Other</b>	<ul style="list-style-type: none"> <li>• To review the Committee’s terms of reference at least annually.</li> <li>• To deal with any matters specifically referred to the GP&amp;R Committee by the ESCG Board.</li> <li>• To obtain outside legal or other independent professional advice as necessary.</li> </ul>

## 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
<b>Annual Reports</b>		
1. Compliance with the Code of Good Governance	Board	Annual
2. Compliance with the SPH Remuneration Code	Board	Annual
3. Search, Performance & Remuneration Report	Board	Annual
4. Statutory Returns - Declarations	Board	Annual
<b>Policies &amp; Key Documents</b>		
5. Code of Conduct For Corporation Members (Eversheds)	Board	Every 2 Years
6. Code of Good Governance (AoC)	Board	Every 2 Years
<b>7. Governor Induction Booklet</b>	<b>Committee</b>	<b>Every 2 Years</b>
8. Governor Learning & Development Programme	Board	Annual
<b>9. Governor Recruitment &amp; Succession Planning Policy</b>	<b>Committee</b>	<b>Annual</b>
10. Instrument & Articles	Board	Annual
<b>11. New Governor Mentoring Policy</b>	<b>Committee</b>	<b>Every 2 Years</b>
12. Scheme of Delegation	Board	Annual
13. SPH Capability Procedure	Board	Every 3 Years
14. SPH Disciplinary Procedure	Board	Every 3 Years
15. SPH Grievance Procedures	Board	Every 3 Years
16. Standing Orders	Board	Every 2 Years
17. GP&R Committee Terms of Reference	Board	Annual

## 7. Review & Approval

- Committee Review & Recommendation for Approval 25<sup>th</sup> May 2023
- ESCG Board Approval 3<sup>rd</sup> July 2023

## Appendix A – Committee Context

# Governance, Performance & Reputation Committee

### Strategic Priority

- **Governance & Oversight:** We will provide strong and effective governance to ensure that East Sussex College delivers excellence for students, staff, stakeholders and the wider community.
- **Engagement & Communication:** We will position East Sussex College at the heart of our communities, as a key strategic partner with an excellent reputation for creativity, ambition and inclusivity.

## Board & Committee Effectiveness

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



## Governor Training & Development

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



## 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.

## Statutory Obligations

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



## 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.



## Senior Post Holder Performance

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