

## Search and Governance Committee DRAFT MINUTES

Date	16 May 2018	Time	10.00
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Venue	The Boardroom, Eastbourne
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Chair	Henry Ball
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<p><b>Membership:</b> Dr Diana Garnham (Chair) Henry Ball (Vice-Chair), Clive Cooke (CEO), Derek Stevens, Gill Short, Jeff Hayes</p> <p><b>Attendees:</b> Vic Kempner for item 5</p> <p>Meeting clerked by Sarah Connerty and minuted by Ra Hamilton-Burns</p>
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<p><b>Apologies:</b> Dr Diana Garnham</p>
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	Item	Action
1)	<p><b>Apologies</b> Apologies were received from Diana Garnham.</p>	
2)	<p><b>Declarations of Interest</b> Henry Ball declared an interest under item 4.</p>	
3)	<p><b>Chair's introduction and welcomes</b> Henry Ball welcomed the Committee members to their first meeting of the Search and Governance Committee. Henry Ball explained that Governance should be exemplary and adopt best practice and ensure that it makes best efforts to do so. One of the ways we want to achieve this is to work effectively with the Executive, developing openness, honesty and trust as part of our relationship. We will also seek to provide appropriate levels of support and challenge so that decisions are always the best we can make for the College.</p>	
4)	<p><b>Confirmation of Chair and Vice Chair</b></p> <p><i>Henry Ball left the meeting at 10.10</i></p> <p>Sarah Connerty explained that the Committee list had nominated Henry Ball as Chair but discussions since had suggested that it would be better that the Chair did not chair any committees but that another member might take this role. The Committee discussed this and it was suggested that</p> <p><b>AGREED: THE COMMITTEE AGREED TO APPOINT DIANA GARNHAM AS CHAIR FOR A TWO YEAR PERIOD OF OFFICE TO 15/6/20</b></p> <p><b>AGREED: THE COMMITTEE AGREED TO APPOINT HENRY BALL AS VICE-CHAIR FOR A TWO YEAR PERIOD OF OFFICE TO 15/6/20</b></p>	

	<p><i>Henry Ball rejoined the meeting at 10.14</i></p>	
<p>5)</p>	<p><b>Staff and Student Governors</b></p> <p><i>Vic Kempner joined the meeting at 11.00</i></p> <p>Vic Kempner circulated an updated version of the chart which had been included in the document. He thanked the staff and students who had met with him and Diana Garnham for their time and their enthusiasm. Since the report had been drafted, additional feedback from the Newcastle College Group and the Manchester College Group has been received which outlined their arrangements for staff and student membership. It was agreed that this is an evolving situation which should be kept under review.</p> <p>There have been various suggestions about practical solutions such as associate membership for the staff and students. Sarah Connerty suggested that the associate staff and student governors should be elected at a College level. It was suggested that an interim arrangement might be put in place and that this should be reviewed after a year. Vic Kempner said that it had been clear that staff and student governors had enjoyed and benefited from the experience of serving on the Board. It was agreed that staff members would be known as “teaching and business support staff”. There was a discussion about whether the staff governor should be interviewed rather than using the election process when selecting members for the main board from the college board governors.</p> <p><b>AGREED: IT WAS AGREED THAT THE COMMITTEE WOULD RECOMMEND THAT THERE BE TWO STAFF (ONE TEACHING AND ONE SUPPORT STAFF) MEMBERS AND TWO STUDENT MEMBERS ON EACH OF THE COLLEGE BOARDS CHOSEN BY LOCAL ELECTION. THE STAFF GOVERNOR ROLE WOULD BE FOR FOUR YEARS AND FOR STUDENT GOVERNORS ONE YEAR. THIS WILL BE REVIEWED AFTER ONE YEAR.</b></p> <p>The Committee then discussed the proposal that the membership for the staff members of the main board should come from the local college boards. Jeff Hayes mentioned that the involvement of staff will be influenced by the timings of the meetings. Clive Cooke agreed that cover will be provided for staff to ensure that they can attend meetings. It was agreed that there would be one staff and one student member for the main Board. They would be selected on a set of criteria and be nominated by the Chair, Vice Chair and Chief Executive based on their individual governor record.</p> <p><b>ESCG BOARD: IT WAS AGREED THAT THE COMMITTEE WILL RECOMMEND ONE STAFF AND ONE STUDENT MEMBER WOULD BE NOMINATED FOR THE MAIN BOARD FROM THE MEMBERSHIP OF THE COLLEGE BOARDS</b></p> <p>The Committee noted that the gender balance cannot be influenced for the elected roles but that it is an imperative for the Search and Governance</p>	

	<p>Committee that the gender and diversity balance of the Board is kept under review. The Directors of Governance will prepare a report on Board size and profile for the next meeting of the Committee.</p> <p><b><i>Vic Kempner left the room at 11.30</i></b></p>	<p>Dir Gov</p>
<p>6)</p>	<p><b>College Boards update on progress</b></p> <p>Henry Ball explained that there will be a meeting of the three initially nominated Chairs of the College Boards - Tony Campbell, Ian Jungius and Henry Ball, with the corresponding Principals, with Clive Cooke to discuss the terms of reference, operational aspects of the Local Boards and management of cross-College functions. The Directors of Governance will canvass for dates for this meeting prior to the first College Board meeting. The Committee asked Principals to bring initial suggestions for their College Board membership.</p> <p>Gill Short said that the Lewes Group had already had an initial meeting and reported that there had been some differences of perspective and discussion about the tension between the local community needs and the sixth form responsibility of the College. It was felt to be fundamental that the College Board should work foremost to effectively support the Executive Team and the College. Clive Cooke said that Fred Carter had reported that this was a good meeting and that it had highlighted some key issues.</p> <p>The Quality and Standards Committee had concluded that the remit of the Local Boards needs to be fully developed before it can finalise its own remit.</p> <p>The Committee noted the progress and Sarah Connerty reminded the Committee of the process of appointment for members of the College Board. The members of the College Board are to reflect the needs of the local community and prime functions of the College Board. She explained the two options of fully co-opted members, who are interviewed and selected by the main Board, or Associate Governors who can be selected by the Principals albeit that they would be approved by the Board. The Committee discussed the options and agreed that Associate Governors should be recommended to the Board.</p> <p>Ra Hamilton-Burns reminded the Committee that the statutory guidance indicated that there must not be duplication of membership to such a degree that independent decision making is flawed.</p> <p>It was noted that a one year review is built into the draft College Board Terms of Reference. Clive Cooke reminded the Committee that this is a transitional year and that all things should be kept under review to ensure that they are fit for purpose and working as well as possible. He also urged that there should be maximum fluidity for membership appointments to ensure that they are appropriate for the function of the Board.</p> <p><b>AGREED: THE COMMITTEE RECOMMENDED THAT A ROLE OF ASSOCIATE GOVERNOR BE DEVELOPED AND RECOMMENDED TO THE BOARD.</b></p>	<p>Dir Gov</p> <p>Clive Cooke</p>

<p>7)</p>	<p><b>Governor involvement (including link visits)</b></p> <p>There was a proposal that there might be nominated Governors for specific areas of the College. Clive Cooke said that he has seen governor link programmes work very well. SCCH had trained all governors in lesson observations and they were obliged to go on learning walks and join lesson observations. This enabled them to understand what a good lesson looks like and an appreciation of the challenges faced. It was recognised that there might be an issue of ‘lobbying’ so a template might be developed for a report that would first go to the Principal. Jeff Hayes said that the staff would appreciate more involvement from the Governors. There was also a discussion about the staff and governor forums and the student and governor forums that had been in place at SDC. The Committee also discussed the roles of lead governors for key statutory areas such as Safeguarding, Equality and Diversity, Health and Safety etc.</p> <p>Sarah Connerty explained that there would be a schedule of link visits and College events to allow governors to attend those events that they are able. The Committee realised that care must be taken not to overload Governors with too many demands.</p> <p>Clive Cooke suggested that the Committee consider the matter in terms of the Common Inspection Framework and how Governors can support these. It is extremely important that any programme of activity be drafted to create a meaningful impact. He suggested that the Directors of Governance work with the Principals to outline a purpose for governor involvement and make suggestions which would best target these and offer measurable impact. Resulting recommendations of activities and a programme should go to the Board.</p>	<p>Dir of Gov</p>
<p>8)</p>	<p><b>Board development</b></p> <p>Henry Ball explained that the objective is to develop a Board that is working in an exemplary fashion to support and challenge the Executive Team. Whilst recognising the statutory responsibilities – it is also desirable that this intent is described. Henry Ball had met with Jim Aleander, National Leader of Governance, and asked him what exemplary governance looks like. He had responded with a document based on the CIF and its description of outstanding governance. Clive Cooke recognised that the criteria outlined were those that will be used by Ofsted. He suggested that a small group of governors might meet with senior managers to agree the process and reports which would lead to the correct outcomes.</p> <p>Gill Short noted that SDC had engaged a broad number of consultants and it had not always been helpful.</p> <p>It was agreed that exemplary governance should be a statement of intent.</p> <p>The Chair will issue a protocol to remind both Board members and College staff that visits and events should be notified to the Directors of Governance.</p> <p>There was a discussion about the recording of governor activity and annual hours spent. Vic Kempner suggested that an estimated cost might be allocated to the collective voluntary contributions of governors’ time and reported in the annual</p>	<p>Clive Cooke</p> <p>Henry Ball</p> <p>Dir Gov</p>

	<p>report.</p> <p><b>AGREED: THE SEARCH COMMITTEE RECOMMENDS TO THE BOARD THAT THE ENGAGEMENT OF GOVERNORS OUTSIDE AND ADDITIONAL TO THEIR ATTENDANCE SHOULD BE RECORDED. THIS TIME SHOULD BE REPORTED IN THE ANNUAL REPORT.</b></p>	
9)	<p><b>1. Instrument and Articles of Government</b> The Committee discussed the proposed amendments and agreed that they were happy to recommend them to the Board.</p> <p><b>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE INSTRUMENT AND ARTICLES WITH THE ADDITION OF THE AMENDMENT PROVIDED BY EVERSHEDES</b></p> <p><b>2. Standing Orders update</b> Sarah Connerty reported that these will be reviewed to reflect the structure and framework of the new Board and will come to the October 2018 meeting.</p>	Dir Gov
10)	<p><b>Terms of reference</b> 1.1 The terms of reference will be updated to remove the bar to membership for either staff or student members.</p> <p>1.1 There is an amendment to change Principal to Chief Executive.</p> <p><b>5.vii.</b> It was agreed that the list should include the English College's Code of Good Governance.</p> <p><b>Governance Development</b> <b>Item 3.</b> Jeff Hayes commented that the Committee should be mindful that the governor strategy day might not be viewed as prudent use of public funds and an in-house venue might be found in the future. This was noted and had been a subject for a long discussion at the first Board meeting but the meeting had been held at a weekend to enable as many governors to attend as possible and the College restaurant and students are not available at this time. Clive Cooke recognised the comments and suggested that this first residential be viewed as an exception for the new senior team and new Board with a unique set of circumstances.</p> <p><b>5.xi</b> It was suggested that another clause be added about the governor involvement and governor contribution which will be reported in the annual report.</p> <p>It was agreed that the terms of reference will be reviewed annually.</p> <p><b>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE SEARCH COMMITTEE TERMS OF REFERENCE SUBJECT TO THE AMENDMENTS OUTLINED.</b></p>	Dir Gov

11)	<p><b>Cycle of Business</b></p> <p><b>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE SEARCH COMMITTEE CYCLE OF BUSINESS.</b></p>	
12)	<p><b>Board effectiveness</b></p> <ol style="list-style-type: none"> <li>1. <b>Governor performance – Self-Assessment planning</b></li> <li>2. <b>Review of the reporting lines and structure of the Board</b></li> <li>3. <b>Development and support needs of the Board and its committees</b></li> </ol> <p>Sarah Connerty has reviewed these documents with Diana Garnham who has recommended that the two Colleges have been using similar strong self-assessment processes reflecting best practice in the sector and that these should be used in the transitional year. .</p> <p><b>AGREED: THE COMMITTEE AGREED THAT ANNUAL APPRAISALS SHOULD TAKE PLACE WITH THE CHAIR AND/OR VICE CHAIR</b></p>	
13)	<p><b>Succession Planning</b></p> <p>Sarah Connerty explained that there are four governors leaving in the next eighteen months. This led to a discussion that the Search and Governance Committee needs to consider the ideal size of the Board going forward which needs to be balanced with the role and experience of the Board members who will be leaving. This should be an item for consideration for the next Search and Governance meeting. The Skills matrix and gender balance will be included. Sarah Connerty noted that the areas in which the Board has low experience are; apprenticeships, working with minority communities, IT, E-Learning and digital intelligence.</p> <p>The Board is 80% white British, 10% White Irish and 10% mixed white and Asian.</p> <p>She suggested that the Directors of Governance meet with Sheila Selwood to discuss positive discrimination recruitment.</p>	Dir Gov
14)	<p><b>Policies</b></p> <p>Sarah Connerty had provided an update.</p> <p>The Directors of Governance will review and bring a report to next Committee of those policies which are ‘owned’ by Governance.</p>	Dir Gov
15)	<p><b>Role profiles</b></p> <ol style="list-style-type: none"> <li>1. Chair and Vice Chair</li> <li>2. Governor</li> <li>3. Co-opt Governor</li> </ol> <p>The Committee reviewed the job descriptions provided by the NLG support from</p>	

	<p>Jennifer Foote, Company Secretary at the LTE group. It was noted that in the governor job description the clause about being a student at the College should be clarified to explain that a governor taking a course should declare it as an interest.</p> <p>It was noted that the job description for the associate governor should be brought to the next meeting.</p> <p><b>AGREED: THE COMMITTEE AGREED THE ROLE PROFILES SHOULD BE ADDED TO THE STANDING ORDERS AS APPENDICES</b></p>	Dir Gov
16)	<p><b>Governance budget</b> The Committee discussed where the costs of the Governance Team staffing costs should sit. It was agreed that Sarah Connerty will be the budget holder and the staffing costs would be included.</p> <p>Henry Ball suggested that the cost of governance should be expressed as a percentage cost of the College turnover.</p> <p>It was agreed that Sarah Connerty and Biram Desai would review and finalise the corporate budget.</p>	<p>Clive Cooke</p> <p>Dir Gov</p>
17)	<p><b>GDPR notice for governors</b></p> <p>The Committee reviewed and agreed the draft GDPR notice to governors.</p> <p><b>AGREED: THE COMMITTEE AGREED THE GDPR NOTICE TO BE ISSUED TO MEMBERS AND CO-OPTED MEMBERS AS SOON AS POSSIBLE</b></p> <p>The Committee also agreed that the same statement should be sent to previous governors about whom we hold information.</p>	Dir Gov
18)	<p><b>Any other business</b> There was no other business. Henry Ball thanked the Committee members and the meeting closed at 12.10</p>	