

Extraordinary Search and Governance Committee Minutes

Date	19 March 2019	Time	12.00
Venue	Boardroom, Floor 5, Station Plaza, Hastings		
Chair	Diana Garnham		
Membership: Diana Garnham (Chair) Henry Ball (Vice-Chair), Clive Cooke (CEO), Derek Stevens, Gill Short			
Apologies: Derek Stevens			

	Item	Action
1)	Apologies Apologies were received from Derek Stevens.	
2)	Declarations of Interest Henry Ball and Clive Cooke declared an interest under Item 5.2.	
3)	Minutes of the last meeting held on 23 January 2019 and matters arising AGREED: THE MINUTES OF THE MEETING HELD ON 23 JANUARY 2019 WERE AGREED AS A TRUE RECORD There were no matters arising.	
4)	Succession Planning 1. Recommendations for new members Diana Garnham reported that the Succession Planning working party and Directors of Governance had conducted a wide search to publicise the opportunity of joining the Board, specifically targeting skills gaps identified by the Search Committee. The programme attracted a very pleasing field and a series of interviews have now taken place. Henry Ball congratulated the team involved for the comprehensive selection process and recognised the wide-ranging field covering protected characteristics which would enrich the diversity of the Board and its committees. Diana Garnham offered a brief precis of the interviews of each candidate. The CVs were attached to these papers. <ul style="list-style-type: none"> • Ian Mehrtens – impressed by skills. He brings with him an overlap between FE and HE which is fantastic. He may be new to Hastings and is a mature, white man but brings a wealth of experience in terms of 	

education and in capital projects. He is a qualified surveyor. He has declared that he is gay. Henry Ball had met with him immediately prior to the meeting and was pleased to recommend him. Ian has indicated that he is willing to join both the CIC Committee and the Audit Committee. Henry Ball wishes to recommend him for full Board membership.

- **Madina Tash** – has a finance qualification and has worked as a management consultant. She demonstrated an interesting approach to spotting weaknesses. This would be her first Board role. She was signposted to the Board by Mark Fisher. Her interest would be to join the Finance Committee as a co-opted member. There was a discussion about how many qualified accountants the Board currently has. Sarah Connerty said that Roger Dennard is the only practising accountant. Diana Garnham thought that Madina Tash might offer a mentor role of stretch and challenge to the Chief Finance Officer. Clive Cooke suggested that the Committee should consider the Finance Committee as a whole to ensure that there is an appropriate mix of skills and some balance rather than just accountants.
- **Angela Smith** – real experience on Audit systems. Developed the three lines of defence risk model used by banks and international consultancies. She has a great deal of Board experience. She would work to fit in the timings of the Audit Committee and brings a strong CV. Derek Stevens has looked at her CV and agrees that she has the skills needed for Audit.
- **Roger Eastwood** - is a retired accountant. A mix of experience and works with Eastbourne Council. The Committee reviewed his CV and felt that whilst he has many skills, they are already present in other members and that he did not enrich the diversity of the Board.
- **Shirley Parker-Gore.** An artist living in Rye. Diana Garnham recognised that her skill set did not make her a match for the current Board vacancies but she might be a potential member of the Hastings Local College Board. The Committee suggested that she meet with Tony Campbell to see if she would complement the Hastings Local Board members.
- **Kevin Cowley** – has indicated that he would be ready to step up to the Board, he also has the time as he is given appropriate leave time from his formal role. He has stepped away from Apprenticeships at the current time to work on the Cabinet Office EU hub and has a strong background in HR and talent management. Diana Garnham recommended that he would make a great contribution to the Board both in apprenticeships frameworks and talent management experience.
- **Josh Barbarinde** – a remarkable individual. Graduated from SDC in 2011 where he was a student governor, went to the LSE and then worked as a researcher for Norman Lamb and Stephen Lloyd. He has Board level experience from two Boards. He would bring recent experience of a graduate navigating the world of employment. He can only do twilight meetings but is passionate about supporting SDC. He is wary of a four year appointment but would prefer a one to two year period of office. He would be interested in joining the Eastbourne College Board and potentially the main Board. Clive Cooke suggested that he would make an excellent support and contributor to the Eastbourne Local College Board.

The Committee discussed the vacancies and skills gaps. Clive Cooke reminded the Committee that it is important to ensure that the Board identifies the gaps. Diana Garnham said HR, capital projects, finance and legal experience had been the agreed gaps that the Search Committee had focussed on for the this first phase upon.

There was discussion about how many vacancies there will be on the Board in total. These will be phased over the next six to 24 months. The Committee recognised that there is now a pressing need to attract curriculum and education specialists in the medium term. A search for these will begin as soon as possible.

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE FOLLOWING MEMBERS TO THE BOARD:

- **Ian Mehrtens** - as a full Board member for a period of four years and to join the CIC and Audit Committees. Ian would be invited to attend the 26th March Board as an observer.
- **Madina Tash** – as a co-opted member to the Finance Committee for a period of two years.
- **Angela Smith** – as co-opted member for the Audit Committee for a period of two years.
- **Roger Eastwood** – The Committee is not recommending his appointment at this time, but would retain a note of his potential interest.
- **Shirley Parker-Gore** – The Committee would recommend that Tony Campbell meets with her for a discussion about potentially becoming a local board member of the Hastings Local College Board.
- **Kevin Cowley** – as a full Board member for a period of four years and to potentially join the Search and Governance and HR Committee
- **Josh Barbarinde** – The Committee recommend that he meet with Rebecca Conroy and Peggy Hall to discuss the best way that he might contribute to Eastbourne College.

2. Chair, Vice Chair and CEO succession planning update

Sarah Connerty reported that the Group went to competitive quotes for recruitment specialists for the role of CEO and Chair of the Board. After review by the panel selected by the Search Committee, and the Chair and Vice Chair, Peridot Partners¹ has been appointed for the Chair process and FEA² has been appointed to run the CEO campaign. Unsuccessful bidders have been informed. The Committee discussed the timetable for these appointments. The Chair designate should be in place by October 2019 in order that they can participate in the CEO appointment selection which will be completed by mid-November 2019. This timeframe means that soft discussions should begin as soon as practicable.

Henry Ball outlined some proposed key principles for consideration as part of the process:

1. Not wishing to hamper the discretion of incoming post holders, but wishing to ensure that the Group strategy is protected; it is important that the The

¹ <http://www.peridotpartners.co.uk/>

² <https://www.fea.co.uk>

aim would be for the incoming Chair and CEO to lead implementation of the strategy approved by the Board in July 2019

2. The commitment to the local three colleges to support the delivery and relationship to the local communities must be preserved.
3. Ring-fencing the current structure of the senior management team for a specified minimum period.

The Committee discussed and agreed that the following governors and external people will be asked to form the appointment panels:

- **CEO:** Henry Ball, New Chair designate, Tony Campbell, Jo Rogers, one other governor and Sue Dare.
- **Chair:** Tony Campbell, Derek Stevens, Caroline McKiddie and Sue Pember.

3. Governor recruitment and succession policy

The document was discussed and the following additions were agreed:

- It was agreed that potential new members should have an opportunity to get to know the organisation and other governors, and vice versa.
- It was agreed that the Group will recognise that individuals are volunteers and will be mindful of their time commitment – limiting them to a maximum of two committees.
- There would be flexibility on terms of office recognising that for some individuals a four-year commitment might be a disincentive.
- A commitment to regular skills and experience reviews and rotating membership
- The process would focused on good and emerging best practice
- There would be a commitment to all aspects of equality and diversity
- There is a commitment to reflect our community
- All vacancies would be publicised
- The College is commitment to providing training for new board members and appropriate CPD for existing governors and committee members

AGREED: THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE GOVERNOR RECRUITMENT AND SUCCESSION POLICY SUBJECT TO THE ADDITIONS ABOVE

5) Capital and Infrastructure Committee membership recommendations

An updated document was tabled for reference to inform the membership.

Diana Garnham has discussed the membership of the CIC with Tim Hulme this morning. She suggested that our focus should be the immediate task to progress the membership for this first phase of work which will be to complete the estates strategy for the Transaction Unit. The next phase will be more complex and will need more expertise around property and development. Ian Mehrtens will be able to offer expertise in some areas including the governance requirements as he has extensive and recent experience of a large capital projects in the education

sector. He has also offered to help to identify the skills gaps that we might seek in a co-opted member.

The Search Committee agreed to recommend the following membership of the Capital and Infrastructure Committee to the Board:

Membership:

Board Members:

- Henry Ball
- Tony Campbell
- Clive Cooke
- Pat Farmer
- Ian Jungius
- Joanne Rogers
- Ian Merhtens
- a.n.other – co-opted member, skills sets to be agreed by the CIC EBC and LBC Executive Member: Chief Financial Officer; Homira Javadi
- CFO – Biram Desai
- EDROD – Tim Hulme
- EDSP – Dan Shelley

The membership would be reviewed as the remit of the Committee evolved into phase two and beyond. In discussion, Search Committee recognised that there was a lack of diversity with the membership recommended above, that there was a need to include more recently appointed governors, and that while experience of past projects was valuable, the context of the world of construction and regeneration was fast changing.

Gill Short noted that the membership had a strong reflection of the Hastings community and there is little representation of the Lewes Community and asked that this is kept in mind as part of the need to achieve balance and diversity in perspective and experience. The Committee recognised that continuity through the estates plan and delivery would be important, and that five of the seven individual member would be retiring from ESCG Board in the coming months. It was agreed that the CIC would be asked that a review of the terms of reference should be put in the calendar early in the academic year 2019/20.

Diana Garnham informed the Committee that she understood there is a specialist team in the Department of Education that might be able to offer additional experience around capital projects.

6) **Membership for 2018-19 and 2019-20**
1. Composition of ESCG Committees

Using an interactive chart developed by the Directors of Governance, the Committee reviewed membership of the Board and committees taking account of and including additions and changes agreed above. This provided a useful opportunity to review the balance of skills in each committee, the spread of workload and commitments, and possible overlaps and the potential skills gaps, particularly around curriculum experience. The exercise prompted a number of questions for discussion and it was agreed that a full review would be undertaken

	<p>at the May 2019 meeting once all the new appointments had been confirmed.</p> <p>It was agreed that the Chairs and Vice Chairs of the Local Boards and the Executive team should meet to review the first year and any actions arising in July 2019.</p>	Dir Gov
7)	<p>Terms of office guidance</p> <p>There was a discussion about the terms of office. The Director of Governance had prepared a paper containing the advice on repeated terms of office. It included:</p> <ul style="list-style-type: none"> • The Instrument and Articles of Governance • Standing Orders • Revised Schedule 4 • AoC Code of Good Governance for English Colleges • Nolan Principles • UK Corporate Governance Code • FE Commissioner guidance <p>Henry Ball asked the Committee to consider a tabled proposal that Pat Farmer have his term of office extended for one more year until 31 July 2020. He thanked Sarah Connerty for her paper outlining the reasons that repeated terms of office are not best practice and he was glad to be reminded of the strong imperative to renew and refresh membership. He is personally committed to sticking to the limited terms of office, however there is a new context that had not been envisaged in terms of its importance to the Group and securing its future. The Group is committed to developing an estates strategy to the TU which must be informed by the Education Case. This Estates Strategy and its implementation will be central to the strategic plan and has developed to include close working with the local Borough councils and interdependencies with the Finance Committee. The Board has committed to the creation of the Capital and Infrastructure Committee with the responsibility to develop and recommend the integrated estates, curriculum and finance plans. This will all take place while the Group faces considerable risks to the effective running of the College namely:</p> <ul style="list-style-type: none"> • Losing so many key and experienced governors in the coming 18 months • The possible destabilisation and loss of key members of the SLT if there is no visible continued commitment • Potential loss of key partners if they perceive lack of consistency <p>Henry Ball proposed the following mitigations for these risks:</p> <ul style="list-style-type: none"> • Recruitment to the Board of strong candidates with the relevant experience • A guarantee of the leadership of the CIC for the next 18 months by the time of the Conference • Time for the Chair and Vice Chair of the CIC to agree how they would like the Committee to develop <p>He recognised that the Directors of Governance had recommended that it would be possible to appoint Pat Farmer as a co-opted member of the CIC, but Pat Farmer has indicated that he is not willing to stay on under these terms. Therefore, Henry Ball proposed that Pat Farmer is asked to stay for an additional year until 31 July 2020 as a full member of the Board. He will stand down as</p>	

Chair of the Finance Committee but move to be Vice Chair to provide mentor support to the new Chair. He will cease all governor links with the Group from 1 August 2020.

There was a lengthy discussion. Diana Garnham responded that this proposed extension would take the term of office of Pat Farmer to a total of 19.5 years. Diana Garnham asked how long the new Group strategy will take to deliver. Clive Cooke said that the new strategic plan will be more focussed on the estates strategy but implementation will run through to 2024. Diana Garnham said that she is not able to support this proposal as she believes strongly that it is important to adhere to terms of office. She considered that extended Pat Farmer's term of appointment was not itself without risk as it could be identified in any monitoring visit as poor practice. In addition to any reputational risk to the College, we might anyway come under pressure for Pat Farmer to stand down. Henry Ball reminded the Committee that he is prepared to justify this decision to the FEC as he does not believe that there is another governor able to chair this committee. Diana Garnham reminded the members that if he moved to being a co-opted member, he would be able to remain on the committee for longer, providing continuity for external partners through towards the delivery and implementation stage of the strategy.

Clive Cooke commented that on a balance of risk, the Group stands more to lose materially if it did not have Pat Farmer chairing the CIC committee against any possible intervention of Richard Atkins. The FEC diagnostic visit will look at the quality of provision and finance and he considers that the FEC would review the governance of finance as extremely important. Diana Garnham added that the FEC will also keep an eye on capital projects and ask if the Board has appropriate expertise. There was then further discussion about continuity of the membership of the CIC.

Ra Hamilton-Burns suggested that the Chair might speak to Richard Atkins in advance of proposing the extension to the term of office to explain the justification for this reappointment but this was not felt to be appropriate. Henry Ball explained that this decision remains with the Board and the discussion would be at the time of the diagnostic visit if this subject is broached. Sarah Connerty further cautioned that it is not just the advice of the FEC but also Eversheds, the auditors, The Code of Good Governance and best practice that is being put aside. She reminded the Committee that the Sussex Coast College had already had a very similar discussion in the past prior to extension of office for Pat Farmer. The Board had then taken this matter to Eversheds who had advised that any governor should serve no more than three terms and a short extension could be justified for the transition period post-merger but should for a short extension and not renewable.

After a great deal of discussion, there remained a difference of view in the Committee and it was agreed that the Board will be asked to make the decision.

Sarah Connerty will discuss the concerns and risks with Pat Farmer prior to the meeting. The Directors of Governance will seek information to assess whether it is possible to advise on the balance of risk for either course of action.

Dir Gov

8)	<p>Electronic resolutions guidance The Committee thanked the Directors of Governance for the update which was most helpful.</p>	
10)	<p>Any other business to be notified in advance to the Director of Governance Future items - Diana Garnham asked for the following matters to be considered at the in the future programme of work for the committee:</p> <ul style="list-style-type: none"> • Chairs meetings should be timetabled into the Calendar. • The role of the Local College Boards and relationship with Q&S and the relationship with the ESCG Corporation, including understanding about the merger structure and funding. • Attendance at PPRs and the difference between the local board co-optee role and the ESCG board member role. • Succession planning for Q&S and the need for additional curriculum experts for other committees. <p>Governor induction - Clive Cooke asked the Directors of Governance to look at an induction programme to provide governors with an immersion in the business of the Group. The Executive has received a lot of questions which are showing that governors are not up-to-speed with the Colleges. It might take place in July in order to inform the governors about the cycle of business and their role in supporting the Group. The impression is that Governors are asking rudimentary questions as they have not been shown how it works. The Director of Governance questioned when the Exec are receiving these questions and the CEO noted that they have been contacted directly and during meetings.</p> <p>Diana Garnham reminded members that each governor currently receives a mentor and that there is a huge amount of resource on Board Packs.</p> <p>It was agreed that this might be an item for the next Search Committee. Clive Cooke suggested that members might attend a workshop or lunch with a focus on the basics to show them how the business works. Diana Garnham has just done an induction to understand not just the basics of the business but how the thinking of the key executives works. This took a whole day and she would be happy to review this and make suggestions. This format would allow governors to ask questions and grow their understanding. Clive Cooke remarked that that it would be encouraging if the members were to participate in such an event and were then able to make constructive suggestions to support the SLT.</p> <p><i>The meeting closed at 14.25</i></p>	<p>Dir Gov</p> <p>Dir Gov/CC</p>