

	<p>member of the SLT has to dedicate to Board activity in order that we can ascertain if this is the most effective way to support the Group. Diana Garnham said that the move of the Finance meeting to 18.00 would enable Russell Higginbotham to attend and this may also be the case for other members in employment going forward. The timing of the main Board meetings has not moved currently but this will be reviewed. Diana Garnham had met with Russell Higginbotham who had affirmed that he wishes to remain on the Board in the future. It was agreed that remote attendance at meetings will be explored further. Clive Cooke explained that the Group is trialling webinar software for briefings but would use Skype for Business or Zoom for conference calling.</p> <p>PPRs - Attendance at these had originally for Q&S members but the Hastings Local College Board had asked that it should be extended to all Governors on Local College Boards and the Committee agreed that this was a sensible approach</p> <p>40 minute strategic group session - this will be added as a standing item before each Board. Members felt that this would be useful to ensure that Governors are able to discuss key strategic issues. Diana Garnham suggested that honing of the KPIs would allow these to be structured for the coming months. Henry Ball said quality, partnership and sustainability would be three appropriate areas of focus.</p> <p>Summary of resolutions by each Committee Chair for each Board meeting – it was agreed this had been helpful at the recent Board meeting. It was agreed that the Directors of Governance would support committee chairs as necessary, for example by creating a draft summary for the review and ownership of each Committee Chair.</p>	<p>S&G Committee</p> <p>Dir Gov</p>
<p>4)</p>	<p>Membership for 2018-19 Diana Garnham invited comments on the papers. The following corrections will be made:</p> <ul style="list-style-type: none"> • Henry Ball is missing from the Finance Attendance. • Diana Garnham lives in Guestling. <p>It was pleasing to note that the gender profile of the Board is 46% female – the student profile is 41% of 16-18 learners and 35% of adult learners are female.</p> <p>Succession planning Pat Farmer, Peggy Hall, Ian Jungius and Vic Kempner will be leaving the Board in 2019. Simon Hubbard, Derek Stevens and Diana Garnham will be leaving the Board in 2020.</p> <p>Diana Garnham suggested that Henry Ball might check informally with members who are entitled to do so if they are willing to serve a second term.</p> <p>There was a suggestion that at least one external co-optee, in line with best</p>	<p>Henry Ball</p> <p>Dir Gov</p>

<p>practice, be sought for the Search and Governance Committee.</p> <p>Diana Garnham also suggested that it might be agreed that, as a norm, potential new corporation members join as co-optees as a stepping stone before joining the full Board. Gill Short said that the stipulation that new Local College Board members are only asked to make a commitment for one year in the first instance had been very helpful in attracting new people.</p> <p>The members discussed the size of the Board confirmed that the previously agreed intention to reduce the overall membership still seemed prudent.</p> <p>There was discussion about the immediate need to ensure that the finance and business experience which would be lost when Pat Farmer leaves the Board is replaced. The members recognised that Russell Higginbotham has business acumen and is flexible with regard to where he can best make a contribution. This might be either continuing on Finance or perhaps audit where his interest in internal audit could be helpful but this may affect the timings of Audit meetings. Henry Ball agreed to discuss with ask Russell Higginbotham a potential move across to Audit Committee. The Committee agreed that Tom Sanderson had a strong business background that could be valuable for Finance Committee. Sarah Connerty reported that he had indicated a willingness to consider becoming a Board member and to join the Finance Committee.</p> <p>The Committee considered it important to achieve gender diversity across committee chair roles. Gill Short declared an interest as she has volunteered to Chair the Lewes Local College Board. The Chair of Quality and Standards role will become vacant in April 2020. Emily Beer would have been an excellent candidate but she had resigned. It was agreed that before seeking an alternative Clive Cooke would contact Emily Beer to discuss her future plans and whether there might be a possibility of her taking on the chair role in due course.</p> <p>Henry Ball had agreed to step down as chair of the Remuneration Committee (as per the new AoC Guidance, see Item 11) and Peggy Hall would now chair the committee. It was agreed that the expert legal and HR law knowledge provided by Peggy Hall has been an extremely valuable 'lens' for the Board. It was also suggested that someone with talent and recruitment skills would be valuable. Diana Garnham suggested that as the local CIPD group meets at Station Plaza and she would contact them to discuss possible interest.</p> <p>Members discussed the strategic focus of the Board of strategic partnerships and therefore the prudence of ensuring that local authorities are linked. This will be flagged for discussion at the next Search and Governance meeting.</p> <p>There would be vacancies for the roles of Chair of both Search and Governance and Audit Committees in 2020. The potential of Jo Rogers to become Chair of Search and Governance was discussed. Members recognised that she would also be a natural successor of the Eastbourne Local College Board. The Committee asked Henry Ball to discuss this with Joanne Rogers. Caroline McKiddie would also be invited to join Search and governance with a possible future as Chair.</p>	<p>Henry Ball</p> <p>Clive Cooke</p> <p>Diana Garnham</p> <p>Dir Gov</p> <p>Henry Ball</p>
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	<p>Members discussed potentially conflating HR and Finance Committee or conflating Finance and CIC Committees at some point in the future.</p> <p>Diana Garnham will work with the Directors of Governance to begin a search for an HR lead.</p> <p>Expressions of interest There have been five expressions of interest in joining the Board to date.</p> <p>The most pressing vacancies are on the Finance Committee – there is a suggestion that there needs to be a person with current financial experience who may have a senior role in business. Derek Stevens said that he had discussed with Pat Farmer that a qualified accountant is not required as Chair of Finance. The Committee recognised that two of the applicants have accountancy qualifications but do not exactly fit the bill as a potential chair at this time.</p> <p>Diana Garnham suggested that she and Sarah Connerty meet two or three of the candidates – possibly with Pat Farmer. There is also Mark Fisher who is vice chair of the Committee but is not a practicing accountant.</p> <p>Josh Barbarinde was discussed and it was agreed that Diana Garnham will meet him to discuss potential roles.</p> <p>Kevin Cowley is also a potential for the Search Committee. Members recognised that he is very experienced and has made great contributions to the Board.</p>	<p>Diana Garnham/Dir Gov</p> <p>Diana Garnham/Dir Gov</p> <p>Diana Garnham</p>
5)	<p>Succession Planning – national context and next steps</p> <p>1. Chair and Vice Chair succession planning Henry Ball thanked the Director of Governance for clarifying that he would be technically able to serve as Chair of the board for a further two years. However, it is his recollection that at the time of his recruitment, there was an understanding that the appointment would be for two years. He believes that it is a matter of trust to stick to this understanding. He confirmed he intends to complete his term of office on 1 April 2020. His expectation is also that all other Corporation members will meet the spirit of the agreement made at the time of merger. It is, however, vital that the strength of the Board and governance of the Group must not be put at risk. The only exception to any Governor continuing would be if there was not a suitable replacement for them.</p> <p>The Committee agreed that the processes for the recruitment of a new Chair should commence soon. Because there has been an extension to Clive's role to August 2020 – the recruitment for chair will need to dovetail with the recruitment of a new CEO. It was agreed that the recruitment of a Chair should be completed by the end of October 2019 in order that the Chair designate can be approved and then be involved in the CEO recruitment that would need to commence in November 2019. This aim would be for the</p>	

	<p>Group to have both a Chair and CEO designate by December 2019. It was agreed that the selection of agencies if required should begin as soon as possible in order that the process of recruitment can be in place for May 2019.</p> <p>Diana Garnham asked the Committee's views with regard to retiring Corporation governors maintaining a link with the College, for example as local college board members. There was discussion about the potential issues that this might create. However, the Committee was receptive to the notion of a continuing relationship, but one that was more informal.</p> <p>Diana Garnham suggested that there might be an annual event to ensure that alumni governors can remain involved. Derek Stevens said that he agreed that the Group does not want to lose the expertise but that any such event must be meaningful.</p> <p>It was agreed that retaining links with outgoing members would be an item at the next meeting.</p> <p>Members discussed a tendering process for recruitment of the Chair agency. It was agreed that the panel for selecting an agency to support recruitment of the Chair should include:</p> <ul style="list-style-type: none"> ○ Diana Garnham ○ Gill Short ○ N other. ○ HR advisor <p>Members discussed the tendering process and selection for the agency for the recruitment of the CEO. The suggested panel for this was:</p> <ul style="list-style-type: none"> ● Ian Jungius ● Derek Stevens ● Peggy Hall <p>Vice chair elections– Henry Ball will arrange a discussion with Tony Campbell. Diana Garnham will invite members to consider if they will stand for Vice Chair election.</p>	<p>Dir Gov</p> <p>Henry Ball</p>
7)	<p>Audit issues identified during internal/external audits</p> <p>Sarah Connerty reported that there had been many audits of the governance arrangements of both the prior Boards and the new Group last year which had all been very positive. The next audit of Governance begins on 4 March 2019.</p>	
8)	<p>Policies</p> <ol style="list-style-type: none"> 1. Public Values statement 2. Governor visits protocol 3. Scheme of Delegation <p>Members reviewed each of the policies and were content that they were well drafted. Gill Short asked if there might be a template for the report of governor</p>	

	<p>visits. It was agreed that there should be no formal feedback but an informal email, if desired, to the Principal, CEO, Chair of the Local Board and Director of Governance would be welcomed. This will be added to the protocol.</p> <p>AGREED THE SEARCH AND GOVERNANCE COMMITTEE AGREED TO RECOMMEND THE PUBLIC VALUES STATEMENT, GOVERNOR VISITS PROTOCOL AND THE SCHEME OF DELEGATION TO THE BOARD.</p>	Dir Gov
9)	<p>Governance budget final and progress against budget</p> <p>Sarah Connerty explained that the current format of the budget recording had included items other than governance. The Finance Team has now created a discrete budget line. The catering etc has not yet been included. The budget is running well ahead of forecast as there has not been expenditure. Expenses are low as not many governors are submitting claims.</p> <p>Sarah Connerty had presented the costs for staffing in two lines – one for substantive staff and one for the consultant.</p> <p>The Committee asked if there is guidance around what percentage of the Group’s revenue should be spent on governance. Sarah Connerty had researched this and governance tends to benchmarked against senior management team costs rather than college revenue.</p> <p>Clive Cooke reported that Steve Hutchinson is currently undertaking budget setting for 2019/20 which will inform these discussions. The payment of the Director of Governance and the governance consultant is in line with what has been agreed.</p>	
10)	<p>E Governance</p> <p>Members reviewed the quotations received from alternative suppliers and the responses to the survey of the Board on eGovernance. Eight members of the Board and Exec had expressed a preference for remaining with Board Packs, four had said they would prefer another software. BoardPacks were relatively expensive but pressed by Ra Hamilton-Burns had now offered a reduction of circa £1000 a year.</p> <p>It was agreed that the Board will continue with BoardPacks for a further year and review the situation in March 2020.</p>	
11)	<p>Update on national policy/legislative developments and best practice for governance</p> <p>Sarah Connerty presented the paper. Diana Garnham said that the remuneration code has been covered in a prior item.</p> <p>Amendment to the AoC Code of Good Governance for English Colleges – the introduction of a colleges’ Senior Post Holder Remuneration Code¹. The Committee discussed the proposed change and expressed surprise at the</p>	

¹ <https://www.aoc.co.uk/funding-and-corporate-services/governance/governance-resources/code-good-governance-english-colleges>

	<p>stipulation that the Chair of the Board would not be Chair of remuneration. SC had consulted the auditors who concurred with the AoC recommendation. Diana Garnham will take this to the DfE governance panel for discussion. As noted above, Henry Ball will stand down at the next remuneration committee.</p> <p>AGREED THE SEARCH AND GOVERNANCE COMMITTEE WILL RECOMMEND THE AOC CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES TO THE BOARD.</p>	<p>Diana Garnham Henry Ball</p>
<p>12)</p>	<p>Attendance report and governor activity The detail had been discussed within the succession planning item 5. Members recognised that this report is very informative. The statistics for the Finance Committee will alter when Henry Ball's attendance is amended. Diana Garnham is unable to attend the diarised Q&S committees and will come off this committee and join the Audit Committee.</p> <p>Members agreed that the report on Governor involvement is extremely useful as it helps to understand the depth and breadth of current commitments. It was recognised that reporting and recording of this has not been possible due to lack of admin support for governance. A report will come to the next Search and Governance Committee. Briefings, Governance updates etc will all been considered at a future meeting.</p> <p>Henry Ball asked the Committee to consider the time requirement of governors and suggested that new applicants are made aware of the involvement that membership demands. This was agreed.</p> <p>Student and student governors - Sarah Connerty and Ra Hamilton-Burns have met with all student governors and Local College Board Members who are students. On 24 January they had also met with Olivia Godden, Eastbourne and Lewes Sabbatical student officer and Susie Christie, Student Services Team Leader, Lewes and Marie Blair, Student Services Team Leader, Eastbourne. The Hastings Sabbatical officer is currently unwell. It was agreed that Olivia Godden will contact all student 'board' members to ascertain common free time. Work will then commence on first of student and governor panels.</p> <p>Learning Walks – Sarah Connerty explained that she had met with Keith Brister to progress this but discovered that these are only set a few days in advance so it is not possible to invite governors. Clive Cooke will be contacting the team to see what can be arranged.</p>	<p>Diana Garnham</p> <p>Olivia Godden</p> <p>Clive Cooke</p>
<p>13)</p>	<p>Capital and Infrastructure Committee membership There was a comment about the use of the wording 'senior representatives' to describe individuals. Tim Hulme explained that there had been a strategic advisory board which has included Clive Cooke, Pat Farmer and Henry Ball meeting with senior officers from the local Councils to shape early discussions of this project.</p> <p>There was discussion about the roles of experts, both as executive and equal and opposite co-opted members of the CIC Board to test the assumptions. Clive</p>	

Cooke said that the current executive does not have the required executive expertise at this time.

Tim Hulme circulated a paper which outlined the rationale for the CIC membership which reflected the three strategic priorities. He suggested that to decouple the CIC from the existing committee structure would represent a business risk.

The Committee thanked Tim Hulme. Diana Garnham commented that significant finance expertise would be required. Clive Cooke added that membership of this committee from governors and co-opted governors would involve a significant time requirement. Continuity would also be important and Diana Garnham reminded the Committee that many governors are leaving in 2019/20.

The current proposal is for 7 governor members and 6 executive. Tim Hulme said that the executive roles would not attend at all times as the areas of expertise required would change as the project progresses. It was suggested that the CIC committee would need a very careful scheme of delegation although the authority to enact these decisions will be to the CEO. The broad strategic framework can be made at the Board meetings with detailed decisions made by the CIC at the monthly meetings. Tim Hulme suggested that the Executive is working on a set of proposals which would be reviewed by the CIC and then recommended to the Board.

Diana Garnham asked that the terms of reference make clear the levels of delegations. Derek Stevens said that the Board needs to recognise the ongoing tension that the Group is now a public body required to act as a business. Audit Committee will need to test the processes. Derek Stevens suggested that this been included in the internal audit programme. The risks may need to include that the disposals may not match the original values.

The Search Committee will consider the membership of the CIC. Diana suggested that a cost consultant member of the Board might be sought as a co-optee. The expressions of interest from the Board are Gill Short; Mark Fisher, Joanne Rogers; Diana Garnham Vic Kempner and Derek Stevens.

Tim Hulme suggested that property and legal expertise might need to be externally co-opted. He asked the Board to consider business continuity and logistics, risk management and culture change.

Membership of the Committee will be discussed with the current members prior to determining the membership. This will then be circulated electronically. It was agreed that appointments need to be made with the continuity of membership in mind. Diana Garnham asked members to consider that co-option might be considered for outgoing members when their experience is valuable.

Gill Short left the meeting at 12.10.

<p>14)</p>	<p>Electronic resolutions <i>Clive Cooke left the room at 12.30</i></p> <p>Henry Ball suggested that the Search and Governance Committee revisit the process for electronic resolutions.</p> <p>Diana Garnham explained that she had received advice that there is a difference between electronic resolutions and making decisions by email. In her view the process for making decisions by email requires greater clarity. Sarah Connerty had reviewed the process being used by ESCG to Eversheds who have confirmed that it is correct. They suggest that the resolution needs to be added as a word document to the email. The current practice is to include the previous emails.</p> <p>Diana Garnham said that the Charity Commission and some legal advisers are expected to offer advice shortly.</p> <p>There was a discussion about the process of establishing quoracy before a vote is taken. Sarah Connerty explained that this was done extremely carefully and those that had not responded are followed up.</p> <p>It was agreed that greater clarity might be helpful, especially when the Corporation agreed to a post meeting decision by email. The Directors of Governance were asked to look into this and suggest a protocol to the next meeting.</p> <p>The meeting ended at 12.50.</p> <p>The next meeting will be on the 22 May 2019.</p>	
<p>15)</p>	<p>Any other business to be notified in advance to the Director of Governance</p> <p>Henry Ball and Clive Cooke had met with the leaders of Eastbourne and Lewes Borough Councils and the CEO Rob Cottrill to discuss the Estates Strategy in the previous week.</p> <p>He suggested that the Board might need a wider and detailed discussion both as a Board and with wider Stakeholders about the Estates Strategy. He suggested that a conference to include the LEP, stakeholders and governors would allow ESCG to feed information into the strategic plan and to inform the recruitment of the Chair and CEO. This could be a half-day conference. Members agreed that this would be a sensible mechanism for the partnership.</p> <p>Diana Garnham had also been considering another purpose for a conference following a discussion with the chair of NCG. The Newcastle College Group has identified a need to ensure connectivity for all the governors and members of Boards and committees. They had devised the notion of a conference to allow each to participate and come together and it was suggested that ESCG might consider this at the next Search and Governance meeting.</p>	

approved by the chair