

Search and Governance Committee Minutes

Date	2 October 2018	Time	10.00
Venue	Corporation Room, Cliffe Building, Lewes		
Chair	Diana Garnham		
Membership: Diana Garnham (Chair) Henry Ball (Vice-Chair), Clive Cooke (CEO), Derek Stevens, Gill Short			

	Item	Action
1)	Apologies There were none.	
2)	Declarations of Interest There were none.	
3)	Chair's introduction and welcomes Diana Garnham welcomed the Committee members to her first meeting as the Chair of the Search Committee.	
4)	Minutes of the last meeting held on 16 May 2018 and matters arising Item 5: Correction: the one staff and one student needs to be corrected to two members of staff and two students. AGREED THE MINUTES OF THE MEETING HELD ON 16 MAY 2018 WERE AGREED AND APPROVED AS A TRUE RECORD.	Dir Gov
5)	Matters arising. <ul style="list-style-type: none"> • Three chairs and principals met on 26 June 2018 and there was a Board Chairs meeting on 25 September 2018 but not all Chairs were able to attend. • Associate Governors will now be called Local College Board members following advice from Eversheds and a role description for this role will go to each Local College Board. • Budget – the governance operational budget is included in these papers but does not include staffing budget. This will be presented to the January 2019 Search and Governance meeting. 	Dir Gov Dir Gov
6)	Membership for 2018-19 1. The Committee reviewed the membership of the Board and its committees. It was noted that: <ul style="list-style-type: none"> • Jeremy Leggett has resigned due to a relocation. • Jonathan Reid – has been contacted several times. The Committee agreed that Diana Garnham will write to him saying that reluctantly due to non-attendance over six months 	Diana Garnham

his co-opted membership has ended – but that should he be interested and have time in the future the Board would welcome a discussion about renewing his membership.

2. Committee membership

Diana Garnham will step down from the Remuneration Committee to adhere to the ‘no more than two committee’ decision and the Committee discussed other governors as an option. The Committee agreed that a co-opted member with HR experience will be sought.

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Finance Committee – the request of Pat Farmer to strengthen the Finance Committee membership was discussed. Sue Walton has agreed to join the Finance Committee and this will be recommended to the main Board on 8 October 2018. The Committee agreed a co-opted member with a formal accountancy qualification would also be sought as a top priority.

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Local College Boards. Henry Ball explained that it was his understanding that it is not current best practice for the Chair or Vice Chair to also Chair committees. He has stepped down from the Search Committee already and will also step down from the Eastbourne Local College Board, where Peggy Hall has volunteered to serve as Chair. After a wide ranging discussion the committee identified the need for continuity in the current period and the need to capture historical experience. It was therefore agreed that Tony Campbell should be invited to continue as Chair of Hastings College Board for the transition period but that a new chair would be sought to succeed Tony for the next academic year. Diana Garnham will contact him to explain the position.

Diana Garnham

Diana Garnham advised the Committee that she has been appointed to the DfE’s ‘Strengthening College Governance Advisory Group’. Diana Garnham explained that the DfE considers that it is better to have independence of thinking in the Chair of the Local College Boards in order that the main Board can hold them to account. The purpose of the Local College Boards is primarily assurance but also to stretch, challenge and support the Principals: they will not make strategic decisions. Sarah Connerty said that the draft terms of reference have now been sent to the Principals and Chairs and will be sent to the Local Boards in November. Clive Cooke reminded the Committee that the Corporation’s curriculum and standards Committee will be strategic but devolve scrutiny and in-year monitoring to the Local Boards. This will ensure that focus is on ensuring that the students’ learning experience is outstanding. There will be a transition period whilst the correct balance between the Curriculum and Standards Committee and Local Boards is found. There was a discussion about the merits of the attendance and or attendance of the Chairs of the Local Boards at the Main Boards. It was agreed that the current membership of three main board

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	<p>governors was desirable for the transition period. The Committee considered two governors from the main Board would be ideal enabling the College Boards room for the breadth of stakeholder engagement they will need.</p> <p>Diana Garnham suggested that there might be task and finish groups for such projects as HE, apprenticeships, adult learning which would enable the Executive to engage directly with key external stakeholders. An advantage would also be the opportunity to get closer to individuals with a view to inviting them to consider joining the main board. Clive Cooke reminded the Committee that it had been agreed that cross-college curriculum areas such as HE would be the responsibility of a Local College Board. However, Diana Garnham noted that the responsibility for strategy lay with the main board and that it is initially the strategy for areas such as HE, adult learning and apprenticeships that needs clarity and direction. Once that was established the assurance and scrutiny role might be delegated to particular college boards, but these boards were not yet have the strategic and did not have the critical mass of membership to explore strategic issues in these areas. He considered the task and finish model may work particularly for apprenticeships where there is rapid growth nationally. Henry Ball said that this might be considered in conjunction with the already established LEP employers' group who may be happy to work with the College. It was agreed that the invaluable input of the external members of the Transition Board should not be lost and this external participation should be maintained going forward.</p> <p>The Committee asked Clive Cooke to seek external expertise for guidance on the HE strategy and other cross-College areas and , and which, College Board to oversee those areas.</p> <p>The Special Committee had not been listed on the draft paper. This will be added. It was clarified that this committee is convened on an 'ad-hoc' basis when, and if, required within the prescribed terms of reference.</p>	<p>Clive Cooke</p> <p>Dir Gov</p>
<p>7)</p>	<p>Staff and Student Membership</p> <p>1. Members for the College Boards</p> <p>There was detailed discussion about the staff and student elections for both the Local Board and full Governing Body members. Sarah Connerty explained that the Student Unions are leading on the student elections which will run concurrently. Elections for two student members for each of the Local College Boards and a separate discrete election for the two members of the Corporation. Candidates are able to stand for election for both roles. The HR department is running a similar process for the staff members for both the Local College Boards and the Corporation.</p> <p>Diana Garnham reported that discussions with other recently merged</p>	

colleges had revealed that they are facing the same challenges to ensure that the election to the main board is fair to all parts of the College. It was recognised that the disproportionate number of employees and students at each campus might influence the results. The urgent issue for the Committee was to resolve the methodology for the staff governor elections. The following proposal was made:

An election will be run with all staff able to vote for both the academic and support governor role.

- The first appointment will be for the candidate from either category whom receives the most votes.
- The second appointment will be of the candidate for the remaining category with the highest votes FROM A DIFFERENT CAMPUS TO THE FIRST CANDIDATE

There will also be two staff governors for each College Board. These six and potentially additional two board governors can convene the staff panel. Directors of Governance would invite candidates to discuss the role with them prior to preparing their manifesto statements. Mentors will also be appointed to help them in the induction period. When the election is launched, a joint letter from Clive Cooke and Diana Garnham will invite nominations and will also make clear that staff members are not representatives of the staff but enable the Board to include a staff perspective. The letter will also include responsibilities of the role including:

- Attend Board meetings
- Undergo an induction programme
- Work with a fellow governor mentor

Diana Garnham

Diana Garnham will draft the letter and review it with Clive Cooke.

Clive Cooke agreed that the process appears to be workable and would be seen to be cross-college and transparent. It may still lead to bulk voting and there may still be some 'push back' but recognising that the college was in a transition period, the process could be kept under review.

AGREED: THE FOLLOWING WORDING WAS AGREED FOR THE STANDING ORDERS:

Staff Governors and the Election Process

- There shall be two Staff Governors, one teaching staff governor and one business support staff governor elected by all staff. The Staff Governors are appointed every two years. Staff governors are eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served) the role will go through an election process. The election process shall be carried out during the term immediately prior to the expiry of the term of office of serving staff governors.
- Renewal to a second term of office for the Staff Governors will be reviewed by the Search and Governance Committee with recommendation to the ESCG Board. If the roles are not renewed the role will go through an election process

	<p>2. Governors for the ESCG Board</p> <p>The Committee had identified skills gaps and an urgent need to start a proactive recruitment campaign. The Committee discussed some of the skills gaps that had been outlined:</p> <ul style="list-style-type: none"> • Digital perspectives - The Committee discussed the possibility that Jo Rogers already has this skill set. The Directors of Governance will contact her to clarify. • E-Learning – Clive Cooke was confident that Emily Beer would be able to provide sufficient expertise in this area. He explained that Ofsted has now changed its position and now consider e-learning one of a set of mechanisms for learning. There is a potential to grow the curriculum through e-learning delivery but this will require significant capital investment. It was agreed that this area might also be best addressed by a task and finish group. • <p>There was a discussion about the key skills priorities or gaps and Clive Cooke suggested that these should be informed by the key risks to the College. One example is sub-contracting of adult education and strategic expertise on this would offer maximum benefit to the College. It was agreed that all expertise is not needed at the main board level but could be represented on the committees and Local Boards. It was agreed that each of these skills gaps need to be addressed in the next 12 months.</p> <ul style="list-style-type: none"> • Legal – Peggy Hall offers the legal perspective and will be leaving the Board in 2019. Replacing this expertise is urgent. • Capital projects – this is becoming a priority. • Internal audit –internal audit expertise will be considered. • Adult learning –this may be a task and finish group. <p>In the first instance these individuals would join as a co-opted or local college board member with a view to joining the main board if, and when, appropriate.</p>	Dir Gov
3.	<p>Succession Planning</p> <p>The Director of Governance had drafted papers on the terms of office which showed the retirement of several long-standing governors and the Chair and Vice Chair over the next 36 months. A robust and transparent succession planning strategy and campaign is essential to ensure an effective Board with appropriate skills is assured.</p> <p>New Chair and Vice Chair for 2019 and 2020 – The Committee agreed the process outlined in the Standing Orders for the appointment of the Chair. There was discussion on the wording and the following amendments were agreed:</p> <p>Appointment procedures for Chair of the Board</p> <ul style="list-style-type: none"> • The Chair is appointed every two years. The Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served) the role will be advertised 	

externally. In the event of no appointment being made the process will be repeated in an attempt to secure an appointment.

- Initial appointments will be conducted by panel – to include board members and at least one external panel member.
- Renewal to a second term of office for the Chair will be reviewed by the Search and Governance Committee with recommendation to the ESCG Board. If the position is not renewed the role will be advertised externally.
- If the Chair should resign or otherwise cease to hold office during the year, then the Vice- Chair/s shall act as Chair until an external process is arranged or an interim Chair is in place.

Appointment procedures for Vice Chair of the Board

- The Vice Chair is appointed every two years. The Vice Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served) the role will recruited from within the board membership through an internal election process. In the event of no appointment being made the process will be repeated in an attempt to secure an appointment.
- Renewal to a second term of office for the Vice Chair will be reviewed by the Search and Governance Committee with recommendation to the ESCG Board. If the role is not renewed the role will be go to an internal election process.
- If the Vice Chair/s should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

AGREED. THE COMMITTEE AGREED THAT A WORKING PARTY SHOULD BE CONVENED TO DEVELOP A SEARCH PROJECT AND TIMETABLE. MEMBERSHIP WOULD INCLUDE DIANA GARNHAM, CAROLINE MCKIDDIE, KEVIN COWLEY AND THE DIRECTORS OF GOVERNANCE.

It was agreed that the active recruitment of finance expertise should begin immediately

The Committee discussed the timing of meetings as a key factor in recruiting governors within an age profile who still work. Henry Ball said a governor had told him last week that he will have to resign if the meetings are not outside the working day. Diana Garnham added that this issue also affects teaching staff and may affect effective recruitment to the Board as potential members may be put off by the daytime meetings. It was agreed that this must be taken into account. While 5-7pm timing for meeting was considered helpful to facilitate recruitment of employed board members it was important to also ensure accessibility for childcare and homecare responsibilities for this time of day.

Senior team – Clive Cooke reminded the Committee that the Board has a duty of care to its senior managers and that their wellbeing needs to be

	<p>taken into consideration: he had a concern about extending the working day to include multiple evening meetings. The Committee agreed and suggested that the senior team's attendance at board or sub-committee meetings might be considered carefully. Their attendance might be selectively planned whilst taking their workload into consideration. Reports from staff might also be taken by telephone or skype to avoid unnecessary travel. It is essential that good quality papers are produced in order that the key messages and recommendations are clear and if this is achieved, the ET member may not need to attend. Diana Garnham, Derek Stephens and the Directors of Governance will work with the ET to draft a proposal for ET attendance and papers for the Board and Committee with the aim of maximising impact and minimising workload for the ET.</p> <p>It was agreed that if any committee finds that an earlier timing would suit all members, that committee might meet earlier in the day.</p> <p>AGREED: THE BOARD MEETINGS WILL NOW MOVE TO 17.00 AS SOON AS POSSIBLE AFTER CONSULTATION WITH THE BOARD MEMBERS.</p> <p>AGREED: THE COMMITTEE RECOMMENDED THAT THE CHAIR OF EACH LOCAL BOARDS CONSIDERS THE TIMING OF THEIR MEETINGS IN CONSULTATION WITH MEMBERSHIP AND THEIR ET MEMBERS.</p>	<p>DG, DS, Dir Gov, ET</p> <p>Dir Gov</p> <p>Committee Chairs</p>
<p>4.</p>	<p>College Boards update on progress This had been covered in earlier items.</p>	
<p>5.</p>	<p>Statutory Documents and Byelaws</p> <p>1. Standing Orders Sarah Connerty explained that the draft Standing Orders are based on previous legacy colleges and that those of GB Met and NCG had been reviewed but are not considered appropriate as the focus is very commercial. The amendments had all been covered in Item 3.</p> <p>Diana Garnham suggested that this document might be subject to an external review. It was agreed that the audit committee might be asked to undertake such a review for the June 2019 meeting.</p> <p>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE STANDING ORDERS TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018</p> <p>2. Code of Conduct The Code of Conduct was the updated document provided by Eversheds. It had no changes from the previous year.</p> <p>AGREED: THE COMMITTEE AGREED TO RECOMMEND THE CODE OF CONDUCT TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018</p>	

<p>6.</p>	<p>Board Development</p> <p>1. Programme of Governor activity and development to support statutory and best practice requirements</p> <p>Diana Garnham and Clive Cooke had met to discuss how the College might ensure that it achieves maximum impact from governor involvement and support. Diana Garnham has developed the three level model – ‘must, should and could’ areas of governor activity which is outlined in the paper. It explains that it is desirable that governors go beyond the statutory requirements to ensure that the support the College in the best manner possible. Julia Unwin’s 5 Ss governance model¹ was outlined. The Committee agreed that these five questions were appropriate and might be included in the self-assessment of committee and Board meetings. The practice of having a post-meeting questionnaire was discussed.</p> <p>Derek Stevens said that attending the PPRs was one of the most valuable experience he had experienced as a governor. It has enabled him to gain insight into the stretch and challenge between the management and the staff. Diana Garnham explained that there was a view that this is too operational. Clive Cooke commented that this participation conveys a very powerful message to Ofsted and added that he would be comfortable that this is just an open invitation. It was agreed that the participation in PPRs would be limited to members of the Curriculum and Standards Committee.</p> <p>The Committee agreed that it is desirable that governors are able to experience the College at a close level and one example of this would be attending a learning walk. It was agreed that informal walks around the campuses can afford governors the opportunity to experience the College as learners and staff do. The Committee agreed that governors should be encouraged to get to know the Colleges in this way. It was agreed that governors would inform the CEO and College Principals if they are planning such a visit. The Directors of Governors would develop and circulate a draft governor visit protocol to the Search and Governance Committee for approval prior to sending to all members. Diana Garnham invited members to give any further feedback on the three category model and ideas for governor development to Sarah Connerty.</p> <p>AGREED: IT WAS ALSO AGREED THAT THERE SHOULD BE A CATEGORY OF GOVERNOR MEETINGS SUCH AS ONE-TO-ONE MEETINGS BETWEEN BOARD MEMBERS OR GOVERNOR MEETINGS WITH THE EXECUTIVE TEAM. THIS WILL BE ADDED TO THE DESIRABLE LIST.</p> <p>AGREED DIANA GARNHAM WILL PRESENT THE JULIA UNWIN’S MODEL AT EACH OF THE LOCAL COLLEGE BOARDS.</p> <p>The Chair asked Sarah Connerty to consider how the Board can best judge the effectiveness of each of the Committees.</p>	<p>Dir Gov</p> <p>Dir Gov</p> <p>Dir Gov</p> <p>Diana Garnham</p> <p>Dir Gov</p> <p>Dir Gov</p>
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¹ <http://www.gettingonboard.org/news/4585134114/The-five-Ss-in-governance/10242909>

	<p>There was a discussion about the need for a separate board Strategy Group or whether there might be other ways to enable the board to focus on strategic matters. One suggestion was to develop 40 minute strategic workshop sessions at each Board meeting as a standing item but with the full range of strategic issues covered during the year. The Committee agreed that these should be scheduled into agendas as soon as possible.</p> <p>2. Induction and development of members of the Board The meeting noted the programme of induction and governor development records.</p>	
7.	Governance performance	Discussion
	<p>11.1) self-assessment processes for 2018-19 This was a final version of the paper presented to the May meeting. The Directors of Governance will undertake a review of the governance activity since merger against the plan and targets and seek effective mechanisms to report on its impact.</p> <p>Post meeting self-assessment questionnaire will be developed to recognise the 5 Ss.</p> <p>A Board effectiveness review was discussed. A peer review on a reciprocal arrangement was agreed.</p> <p>A review of the Board papers and structure of papers was suggested. It was agreed that each Committee Chair will draft a summary of resolutions and points to note as a report to the main Board meeting to offer members insight and assurance. This will be added to the Board protocols.</p> <p>Annual governor meetings with the Chair would be an opportunity for the Chair to meet with each governor in the Summer term to review their 1-1 record. The Chair makes an individual report to the member and an overall feedback report to the Search and Governance Committee.</p>	<p>Dir Gov</p> <p>Dir Gov</p> <p>Dir Gov</p> <p>Committee Chairs</p>
	<p>11.2) Board Quality Improvement Plan This plan is still being developed and will go to the January 2019 meeting. DG suggested an additional question 'is the Board confident that it's working'.</p>	Dir Gov
	<p>11.3) Audit issues identified during internal/external audits</p> <ul style="list-style-type: none"> Internal audit and regularity audit for governance are complete and are awaiting the auditors. FEA has done undertaken an audit of exit arrangements for senior post holders and senior team of SDC prior to the regularity audit. If there any issues these would be raised with the Remuneration Committee. 	
	<p>11.4) Governance element of Self-Assessment Report (College SAR) The dates are now changed and Director of Governance will circulate them.</p>	Dir Gov

	<p>Jim Sharpe has recommended a process which means that the College will produce two SARs – one for each legacy college. There will be three QIPS which will be presented to each Local College Board. Each Principal will present their SAR and the proposal is that each LCB Chair and any member of the Curriculum and Standards Committee be invited to attend.</p> <p>Governors asked about the governance element as in a ‘normal’ year the online self-assessment survey would usually feed into this but due to the merger there had not been one this year. Clive Cooke suggested that a small group of governors can work with Jim and the other principals to develop a short two paragraph input to the overall SAR to reflect on the impact of governance on learning.</p> <p>AGREED: IT WAS AGREED THAT THE CHAIR, VICE CHAIR AND ANY MEMBER OF THE BOARD WILL BE INVITED TO A SHORT TWILIGHT WORKSHOP. THIS WOULD BE RECOMMENDED FOR FINAL APPROVAL TO THE WHOLE BOARD.</p>	<p>Dir Gov/ Principals</p> <p>Clive Cooke/Jim Sharpe</p>
<p>12)</p>	<p>Policies</p> <ol style="list-style-type: none"> 1. Disciplinary Procedure for Senior Post-holders AGREED THE COMMITTEE AGREED TO RECOMMEND THE DISCIPLINARY PROCEDURE FOR SENIOR POST-HOLDERS TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018 2. Grievance Procedure for Senior Post-holders AGREED THE COMMITTEE AGREED TO RECOMMEND THE GRIEVANCE PROCEDURE FOR SENIOR POST-HOLDERS TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018 3. Board Protocols The Board protocols from item 3 will be added AGREED: THE COMMITTEE AGREED THE BOARD PROTOCOLS 4. Expenses policy Members asked that that the expenses policy be amended to include reasonable refreshment expenses for informal governor meetings. ‘Cost of coffee, tea and reasonable vittles” will be included in the board budget. It was agreed that the line from the Board protocols be added to the expenses policy. AGREED THE COMMITTEE AGREED TO RECOMMEND THE EXPENSES FOR SENIOR POST-HOLDERS TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018 5. Recruitment and succession policy This will be brought to January 2019 after working committee has made recommendations. 6. Public Values Statement This will be drafted after the strategic statement is approved and 	

	<p>circulated for electronic voting and approval prior to being published on the College website.</p>	
13)	<p>Governance budget final</p> <p>This budget has been trimmed following a review. It doesn't include the staff costs. The Committee asked that these costs should be included in the January 2019 meeting.</p> <p>The non-staff budget was discussed. The biggest expenditure is for BoardPacks with the College tied in on the current contract until June 2019. A survey on the effectiveness will be undertaken in January 2019. Alternative software and a negotiation on price will be examined.</p> <p>The Director of Governance has not been able to identify other savings due to the size of the Board, the number of meetings and the fixed nature of other costs.</p> <p>AGREED: THE COMMITTEE APPROVED THE FINAL VERSION OF THE GOVERNANCE BUDGET FOR 18/19.</p>	<p>Dir Gov</p> <p>Dir Gov</p>
14)	<p>Update on national policy/legislative developments and best practice for governance</p> <ol style="list-style-type: none"> 1. The UK Corporate Governance Code – July 2018, Finance Reporting Councilⁱ 2. The Code of Good Governance for English Colleges – March 2015, Association of Collegesⁱⁱ 3. Charity Governance Code – July 2017, Charity Commissionⁱⁱⁱ <p>The Committee agreed that all of the Codes will be taken account of but The Code of Good Governance for English Colleges will be adopted on a 'comply or explain' basis. This will be used as the primary code with close attention being paid to the other two and particular attention to the requirements of the Charity Code</p> <p>AGREED THE COMMITTEE AGREED TO RECOMMEND THE CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES ON A COMPLY OR EXPLAIN BASIS– MARCH 2015, ASSOCIATION OF COLLEGES TO THE BOARD AT ITS MEETING ON 8 OCTOBER 2018</p>	
15)	<p>Attendance report and governor activity</p> <p>Governors recognised that the percentages are skewed by the limited number of meetings. This method is used nationally by all colleges in FE and adherence to this method allows the College to benchmark itself against other GFE Boards. The ESCG attendance is not impressive against the 2018 benchmark and this further supports the rationale for looking at meeting times.</p> <p>There was a discussion that just a total of number of hours of governor</p>	

	<p>involvement was not an informative enough gauge of contribution and participation. Other ways of capturing the added value would be sought.</p> <p>AGREED IT WAS AGREED THAT THE INDIVIDUAL BREAKDOWN WOULD GO TO SEARCH AND GOVERNANCE COMMITTEE AND THAT ONLY THE AGGREGATED TOTAL WOULD BE REPORTED TO THE BOARD.</p>	
16)	<p>Any other business</p> <p>There was none.</p> <p>The meeting closed at 12.55.</p>	

ⁱ <https://www.frc.org.uk/getattachment/ca7e94c4-b9a9-49e2-a824-ad76a322873c/UK-Corporate-Governance-Code-April-2016.pdf>

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<https://www.aoc.co.uk/sites/default/files/Code%20of%20Good%20Governance%20for%20English%20Colleges%20FINAL.pdf>

ⁱⁱⁱ <https://charitycommission.blog.gov.uk/2017/07/13/the-new-charity-governance-code-essential-reading-for-all-trustees/>