

## ESCG Extraordinary Board Meeting MINUTES

|              |                           |             |             |
|--------------|---------------------------|-------------|-------------|
| <b>Date</b>  | 8 <sup>th</sup> June 2026 | <b>Time</b> | 10:00-10:30 |
| <b>Venue</b> | Virtual Meeting           |             |             |
| <b>Chair</b> | Ian Mehrtens              |             |             |

**Membership** – Ian Mehrtens (Chair of the Board), Rebecca Conroy (CEO & Principal), Harry Allcorn, Kim Byford, Andy Davy, Iain Campbell, Samantha Campbell, Graham Cook (Vice Chair – Resources & Operations), Becky Cooke, Izzy Cremin, Charles Dudley, Derek Richardson, Priscilla Kendall (Vice Chair – Curriculum & Student Experience), Ross McIntosh, Geoffry Munn, Amanda Odhesa, Ann Potterton, Kirsty Reid, Shirley Watson, Jack Woodgate

**In Attendance** – Hannah Caldwell (Chief Operating Officer), Nick Backstrom (Deputy Principal), Belle Howard (Director of Governance – *minutes*)

**Apologies:** Graham Cook, Rebecca Conroy, Ross McIntosh, Amanda Odhesa and Derek Richardson.

**Quorum:** The was meeting quorate throughout.

| #                                    | Item                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Action |
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| <b>1. ROUTINE AND STANDING ITEMS</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |        |
| <b>1.1</b>                           | <b>WELCOME, APOLOGIES &amp; DECLARATIONS OF INTEREST</b> <span style="float: right;"><b>10:01</b></span><br><br>1.1.1 The Chair of the Board opened the meeting at 10:01 with a warm welcome to colleagues.<br><br>1.1.2 Apologies were received and accepted from Graham Cook, Rebecca Conroy, Amanda Odhesa, Ross McIntosh and Derek Richardson. Harry Allcorn was absent.<br><br>1.1.3 Declarations of interest were received from the Chair of the Board, Ian Mehrtens, in relation to the substantive discussion item on the recruitment of the Chair Designate. No other declarations of interest were received.<br><br>1.1.4 Governors noted that both the CEO & Principal and Vice Chair – Resources & Operations had indicated their support for the proposed recommendation in advance of the meeting. |        |
| <b>2. GOVERNANCE MATTERS</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |        |
| <b>2.1</b>                           | <b>CHAIR DESIGNATE RECRUITMENT</b> <span style="float: right;"><b>10:02</b></span><br><br><b>2.1.1 Recommendation to appoint Sarah Johnston-Ellis</b><br><br><ul style="list-style-type: none"> <li>The Director of Governance referenced the related paper and shared the following update:               <ul style="list-style-type: none"> <li>A comprehensive, multi-stage recruitment process for the Chair Designate role was completed in line with the approach previously approved by the Board, with over 500 prospective candidates identified, eight informal role overview conversations with the Chair and three candidates progressing to final assessment.</li> </ul> </li> </ul>                                                                                                                |        |

| # | Item                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Action |
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|   | <ul style="list-style-type: none"> <li>○ The assessment process included application screening, a structured assessment day, stakeholder engagement, triumvirate discussions and a final Governor-led panel, enabling robust triangulation of evidence across strategic, relational and governance capabilities.</li> <li>○ The process was designed and delivered to ensure transparency, fairness and proportionality, with clear alignment to good governance practice and the requirements of the Chair role.</li> <li>○ Sarah Johnston-Ellis had emerged as the preferred candidate, demonstrating strong overall alignment with the role, including extensive chairing experience, a values-led approach, strong governance capability, and the ability to provide constructive challenge and develop Board culture.</li> <li>○ Reflections from the CEO &amp; Principal had been incorporated into the paper, highlighting a strong triumvirate chemistry, a calm and collaborative leadership style, values alignment, and confidence in the candidate's ability to support effective Board/Executive relationships and act as an ambassador for the College.</li> <li>○ The Board may therefore be assured that the process was comprehensive and well-evidenced, with multiple assessment perspectives incorporated, including input from Governors, Executive leaders and staff representatives.</li> </ul> <ul style="list-style-type: none"> <li>● The following discussion then occurred: <ul style="list-style-type: none"> <li>○ Governors undertook a robust, governor-led discussion reflecting on the comprehensive assessment process, which considered comparative candidate performance, strategic leadership capability, cultural alignment and the critical Chair–CEO–Director of Governance relationship, alongside stakeholder feedback, motivation, capacity and sector understanding.</li> <li>○ Governors noted that the panel had explicitly agreed that no appointment would be made unless the candidate was fully appointable, reinforcing the robustness of the decision-making process.</li> <li>○ The Board received assurance that a clearly appointable candidate had been identified through a rigorous and well-evidenced process, supported by thorough due diligence and pre-appointment checks, and demonstrating strong overall suitability for the role.</li> <li>○ The Director of Governance advised that a structured onboarding and handover programme had been proposed, including targeted development support, mentoring and committee integration to support a smooth transition.</li> </ul> </li> <li>● <b>RESOLUTION – The Board agreed to appoint Sarah Johnston-Ellis as Independent Governor and Chair Designate, subject to the required pre-appointment checks and the successful completion of the induction process, including mandatory training requirements. Her term of office as an Independent Governor was to run from 8<sup>th</sup> June 2026 to 7<sup>th</sup> June 2030, initially appointed to the following committees:</b> <ul style="list-style-type: none"> <li>○ <b>Audit, Risk &amp; Compliance Committee</b> – <i>duration of the handover period only.</i></li> <li>○ <b>Governance Performance &amp; Reputation Committee</b></li> <li>○ <b>Capital Development Board</b> – <i>to become the Estates &amp; Major Projects Committee from 2026-27.</i></li> <li>○ <b>Curriculum, Skills &amp; Quality Committee</b></li> </ul> </li> </ul> |        |

| #                       | Item                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Action |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
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|                         | <ul style="list-style-type: none"> <li>The Chair thanked Governors and all panel participants for their significant contribution to the recruitment process, noting that Chair appointments were one of the most complex and critical responsibilities of a Board. The Chair also requested that formal thanks be conveyed to the external recruitment partner for their support.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |        |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| <b>3. OTHER MATTERS</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |        |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| <b>3.1</b>              | <b>ANY URGENT MATTERS</b> <span style="float: right;"><b>10:18</b></span><br><br>3.1.1 There were no new items raised for discussion.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |        |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| <b>3.2</b>              | <b>DATE OF NEXT MEETING</b> <span style="float: right;"><b>10:19</b></span><br><br>3.2.1 Governors noted that the next meeting was scheduled for <b>9<sup>th</sup> July 2026, 09:30-16:00</b> , which was due to be held at the <b>Charleston Building in Lewes</b> .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |        |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| <b>3.3</b>              | <b>LIVE MEETING EVALUATION</b> <span style="float: right;"><b>10:20</b></span><br><br>3.3.1 Five survey responses were received from Governors as follows: <table border="1" data-bbox="178 1034 1386 1637"> <thead> <tr> <th>#</th><th>ASSESSMENT QUESTION</th><th>RESULT</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Was the agenda sufficiently balanced between core governance business and strategic priorities?</td><td>100%</td></tr> <tr> <td>2.</td><td>Where the papers succinct, with clarity in the information being communicated and the action required by Governors?</td><td>100%</td></tr> <tr> <td>3.</td><td>Did you have all the information you needed to fully participate in discussion and decisions?</td><td>100%</td></tr> <tr> <td>4.</td><td>Was there sufficient time to debate priority items in depth?</td><td>100%</td></tr> <tr> <td>5.</td><td>Were you satisfied that decisions were arrived at in a proper manner?</td><td>100%</td></tr> <tr> <td>6.</td><td>Was the student experience at the heart of decision making?</td><td>60%</td></tr> <tr> <td>7.</td><td>Did the Chair facilitate the meeting effectively, enabling adequate focus on strategic priorities and creating an environment where a range of perspectives were considered?</td><td>100%</td></tr> <tr> <td>8.</td><td>Were opportunities created to invite input from Student and Staff Governors?</td><td>100%</td></tr> <tr> <td>9.</td><td>Any comments or suggestions?</td><td>None</td></tr> </tbody> </table> | #      | ASSESSMENT QUESTION | RESULT | 1. | Was the agenda sufficiently balanced between core governance business and strategic priorities? | 100% | 2. | Where the papers succinct, with clarity in the information being communicated and the action required by Governors? | 100% | 3. | Did you have all the information you needed to fully participate in discussion and decisions? | 100% | 4. | Was there sufficient time to debate priority items in depth? | 100% | 5. | Were you satisfied that decisions were arrived at in a proper manner? | 100% | 6. | Was the student experience at the heart of decision making? | 60% | 7. | Did the Chair facilitate the meeting effectively, enabling adequate focus on strategic priorities and creating an environment where a range of perspectives were considered? | 100% | 8. | Were opportunities created to invite input from Student and Staff Governors? | 100% | 9. | Any comments or suggestions? | None |  |
| #                       | ASSESSMENT QUESTION                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | RESULT |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| 1.                      | Was the agenda sufficiently balanced between core governance business and strategic priorities?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 100%   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| 2.                      | Where the papers succinct, with clarity in the information being communicated and the action required by Governors?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 100%   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| 3.                      | Did you have all the information you needed to fully participate in discussion and decisions?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 100%   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| 4.                      | Was there sufficient time to debate priority items in depth?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 100%   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| 5.                      | Were you satisfied that decisions were arrived at in a proper manner?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 100%   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
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| 9.                      | Any comments or suggestions?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | None   |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |
| <b>3.4</b>              | <b>CLOSE</b> <span style="float: right;"><b>10:21</b></span><br><br>3.4.1 The meeting closed at 10:21.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |        |                     |        |    |                                                                                                 |      |    |                                                                                                                     |      |    |                                                                                               |      |    |                                                              |      |    |                                                                       |      |    |                                                             |     |    |                                                                                                                                                                              |      |    |                                                                              |      |    |                              |      |  |