

Extraordinary Meeting – Search, Performance & Remuneration Committee MINUTES

Date	14 th October 2022	Time	10:00-10:30
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Venue	Virtual Meeting – MS Teams
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Chair	Priscilla Kendall
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Membership: Priscilla Kendall (Committee Chair), Ian Mehrtens, Graham Cook

Attendance: Rebecca Conroy (CEO & Principal), Belle Howard (Director of Governance) - *minutes*

Quorum: The meeting was quorate throughout.

Apologies: Catherine Manning – *Conflict of Interest for Item 3*

#	Item	Action
1)	<p>WELCOME & APOLOGIES</p> <p>1.1 PMK opened the meeting at 10:01 with a warm welcome to colleagues.</p> <p>1.2 Apologies were received and accepted from CM, who was unable to attend due to a conflict of interest related to Item 3 of the agenda.</p> <p>1.3 PMK thanked GC for attending, thereby ensuring the meeting would be quorate in CM’s absence.</p>	
2)	<p>DECLARATIONS OF INTEREST</p> <p>2.1 There were no declarations of interest received.</p>	
3)	<p>EXTERNAL REVIEW OF GOVERNANCE SERVICE PROVIDER</p> <p>3.1 Governor Discussion</p> <ul style="list-style-type: none"> BH directed participants to the cover paper titled ‘<i>External Review of Governance (ERG) Service Provider</i>’ and briefly outlined recent conversations that had been held with representatives from the AoC and ETF/loD regarding their respective ERG services. IM reflected that completing an external review of governance process was relatively new to the college and as such it was necessary at this stage to adopt a broad reach approach for the first review. It would also be important for the SP&R Committee to carefully reflect on the output from ERG process, to determine any required changes to scope and approach ahead of a subsequent review. Governors agreed. IM explained that the presentation from AoC had been disappointing, with a lack of clarity on their ERG process, as well apparently limited opportunities to adopt a bespoke approach which would take into consideration the self review work that had already been completed by the Board earlier in the year. 	

	<ul style="list-style-type: none"> • IM noted that there were two potential price points from the ETF/loD external review service and suggested that the slightly cheaper Option 2 would be preferable given the extensive level of coverage that this would include. • BH suggested that should Governors agree to recommend Board approval of Option 2 with ETF/loD, the scope should be slightly amended to ensure that the ERG reviewer attended the Finance Committee meeting in person, rather than virtually. Governors agreed that hybrid meetings should be avoided wherever possible during the ERG process to minimise the risk of technical issues impacting the flow of conversation. • Governors also reflected on the need to revisit the proportion of committee meetings that were currently being held virtually at the end of the current academic year. • PMK asked – do we have any idea who the reviewer would be? BH advised that this would be confirmed upon appointment of the preferred supplier, though noted that ETF had advised that the Board would be able to express a preference should they be selected to deliver the review. IM reflected that there may be less choice available in the reviewer with AoC given apparently higher levels of demand for that service at present. • GC reflected that from the meeting papers shared, the ETF/loD proposal was far stronger, particularly with greater levels of flexibility on developing the review approach. • PMK expressed a preference for ETF/loD to lead the ERG, given the combination of FE sector knowledge and business review expertise. PMK also reflected that a ‘Quality Assurance Agency style approach’ to conducting the review would also be preferable. • IM noted that there was not a significant difference in cost between Option 1 and Option 2 from ETF/loD. IM reflected that if by having reviewer attend the Finance Committee meeting in person resulted in a negligible difference in cost between Option 1 and Option 2, then Option 1 should be selected. Governors agreed. <ul style="list-style-type: none"> ○ Action 3.1.1 – Enquire with Kurt Hall from ETF on the additional cost to Option 2, should the reviewer attend the Finance Committee meeting in person. • RESOLUTION: The SP&R Committee agreed to recommend ETF/loD to deliver ESCG’s External Review of Governance process (Option 2). 	BH
4)	<p>INDEPENDENT GOVERNOR RECRUITMENT</p> <p>4.1 Expression of Interest</p> <ul style="list-style-type: none"> • Governors considered a recent application from a prospective Independent Governor and universally agreed that the application was strong. Governors noted his particular expertise in the following areas: <ul style="list-style-type: none"> ○ Audit knowledge and experience ○ Financial management ○ Complex capital and infrastructure projects ○ Organisational culture and managing change 	

	<ul style="list-style-type: none"> • PMK raised a potential concern with the candidate’s capacity, given their other Governor roles and voluntary work. IM reflected that this would need to be explored further at interview. • Governors agreed that IM, PMK & RC would meet with the candidate for an informal interview conversation to further explore their capacity and suitability for the role. <ul style="list-style-type: none"> ○ Action 4.1.1 – Schedule an informal interview with the applicant and members of the SP&R Committee (IM, PMK & RC). • PMK reflected on the need to assign a mentor should AD be successful following the interview process. Governors agreed. • BH advised that a New Governor Mentoring Policy had now been drafted and would be considered at the next meeting. • Governors considered potential committees that AD may be a good fit for, were his application successful, namely: <ul style="list-style-type: none"> ○ Audit, Risk & Compliance ○ People & Culture ○ Capital Development Board • RC reflected on the need to ensure effective succession planning in the ARaC Committee. Governors agreed. • IM asked – had there been any further enquiries or applications for Independent Governor roles? BH advised that she had recently spoken with a potential candidate with previous governance experience from the Eastbourne area and shared details about the role, meeting dates and time commitments. However, an expression of interest had yet to be received. BH also advised that a similar conversation had recently occurred with another candidate, but they had since determined that they did not have sufficient capacity for the role. 	BH																											
5)	<p>ANY OTHER BUSINESS</p> <p>5.1 Governors noted that the next meeting was scheduled for 3rd November 2022, 14:00-16:00.</p>																												
6)	<p>LIVE COMMITTEE SELF ASSESSMENT</p> <p>6.1 Four survey responses were received from Governors, via Google Forms:</p> <table border="1" data-bbox="162 1742 1348 2123"> <thead> <tr> <th>#</th> <th>ASSESSMENT QUESTION</th> <th>RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Did the agenda and papers arrive seven days in advance?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>2.</td> <td>Were the agenda and papers written with clarity?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>3.</td> <td>Were the issues considered at the meeting appropriate?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>4.</td> <td>Did you have all the information you needed to fully participate in the discussion and decision?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>5.</td> <td>Was sufficient time available for thorough debate?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>6.</td> <td>Were you satisfied that the decisions were arrived at in a proper manner?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>7.</td> <td>Were you able to express your views?</td> <td style="text-align: center;">100%</td> </tr> <tr> <td>8.</td> <td>Was the meeting chaired effectively?</td> <td style="text-align: center;">100%</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Did the agenda and papers arrive seven days in advance?	100%	2.	Were the agenda and papers written with clarity?	100%	3.	Were the issues considered at the meeting appropriate?	100%	4.	Did you have all the information you needed to fully participate in the discussion and decision?	100%	5.	Was sufficient time available for thorough debate?	100%	6.	Were you satisfied that the decisions were arrived at in a proper manner?	100%	7.	Were you able to express your views?	100%	8.	Was the meeting chaired effectively?	100%	
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7)	CLOSE 7.1 The meeting closed at 10:27.	
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Action Summary

Item	Owner	Action	Due Date
3.1.1	BH	Enquire with Kurt Hall from ETF on the additional cost to Option 2, should the reviewer attend the Finance Committee meeting in person.	17 th October 2022
4.1.1	BH	Schedule an informal interview with the applicant and selected members of the SP&R Committee (IM, PMK & RC).	31 st October 2022