

## Governance, Performance & Reputation Committee MINUTES

<b>Date</b>	14 <sup>th</sup> October 2025	<b>Time</b>	15:00-17:00
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<b>Venue</b>	Room LC304, Cliffe Building, Lewes Campus
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<b>Chair</b>	Priscilla Kendall
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<p><b>Membership:</b> Priscilla Kendall (Committee Chair), Becky Cooke (Committee Vice Chair), Ian Mehrtens, Derek Richardson</p> <p><b>In Attendance:</b> Rebecca Conroy (CEO &amp; Principal), Simon Rose (Director of People Services), Belle Howard (Director of Governance – <i>minutes</i>)</p>
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<p><b>Quorum:</b> The meeting was quorate throughout.</p>
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<p><b>Apologies:</b></p>
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#	Item	Action
1)	<p><b>WELCOME, APOLOGIES &amp; DECLARATIONS OF INTEREST</b> <span style="float: right;"><b>15:02</b></span></p> <p>1.1 The Governance, Performance &amp; Reputation Committee Chair opened the meeting at 15:02 with a warm welcome to colleagues.</p> <p>1.2 There were no apologies as all participants were in attendance.</p> <p>1.3 The CEO &amp; Principal and Director of Governance declared interests for item 11.1. Both also declared an interest in item 12.1 and item 12.4 respectively.</p>	
2)	<p><b>MINUTES OF LAST MEETINGS</b> <span style="float: right;"><b>15:03</b></span></p> <p><b>2.1 Approval</b></p> <ul style="list-style-type: none"> <li>Governors considered the minutes from the meeting of 13<sup>th</sup> May 2025.</li> <li><b>Governors agreed that the minutes were a true and accurate record of the meeting.</b></li> </ul> <p><b>2.2 Matters Arising</b></p> <ul style="list-style-type: none"> <li>Governors noted that all actions from the last meeting had been successfully completed.</li> </ul>	

### Executive Summary

3)	<p><b>GP&amp;R EXECUTIVE SUMMARY REPORT – OCTOBER 2025</b> <span style="float: right;"><b>15:04</b></span></p> <p>3.1 The Director of Governance advised that a new format executive summary report had been developed to outline key papers due for consideration by the committee. The report aimed to provide additional assurance that the breadth of the work of the committee was being appropriately addressed, whilst supporting Governors with ease of review.</p> <p><b>3.2 Governors agreed that the report provided a helpful summary of the papers and was a useful overall reference point.</b></p>	
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Board & Committee Membership/Succession Planning		
4)	<p><b>MEMBERSHIP &amp; RECRUITMENT UPDATE</b></p> <p><b>15:06</b></p> <p><b>4.1 Current Terms of Office &amp; Succession Planning</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance advised that first terms of office were due for extension for all three of the Student Governors through to the end of the 2025-26 academic year: <ul style="list-style-type: none"> <li>○ Izzy Cremin – 11.12.2025</li> <li>○ Amanda Odhesa – 11.12.2025</li> <li>○ Harry Allcorn – 30.03.2026</li> </ul> </li> <li>• The Chair of the Board noted that attendance levels had diminished for one of the Student Governors. The Director of Governance advised that a check-in conversation was currently being scheduled to provide additional support. The Assistant Principal – Safeguarding &amp; Inclusion would also be contacted as needed.</li> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to recommend Board approval for extended terms of office through to 31.07.2025 for the Student Governors – Izzy Cremin, Amanda Odhesa and Harry Allcorn.</b></li> </ul> <p><b>4.2 Governor Recruitment</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update: <ul style="list-style-type: none"> <li>○ There were currently 4 Independent and 1 Staff governor vacancies on the Board.</li> <li>○ Succession planning for the Chair Designate role was ongoing, with Peridot Partners engaged to lead the recruitment process, commencing from January 2025.</li> <li>○ A further Independent Governor recruitment campaign was currently underway, led by Peridot Partners.</li> <li>○ Recruitment for a new Staff Governor at the Hastings &amp; Ore Valley Campus would commence from 17<sup>th</sup> October 2025.</li> <li>○ There were currently Governor vacancies on three committees: RC&amp;I (1 Independent, 1 Staff), CS&amp;Q (1 Independent), and ARaC (1 Independent – for which a Qualified Accountant was desired, per the committee terms of reference).</li> </ul> </li> <li>• The following discussion then occurred: <ul style="list-style-type: none"> <li>○ The CEO &amp; Principal suggested that it would be helpful to promote the Staff Governor vacancy with senior leaders and managers. Similarly, it would be important to raise the profile of the recruitment campaign at the Ore Valley Campus to ensure good levels of engagement. <ul style="list-style-type: none"> <li>▪ <b>Action 4.2.1 – Engage with senior leaders and managers to promote the Staff Governor vacancy at the Hastings &amp; Ore Valley campus.</b></li> </ul> </li> <li>○ The Chair of the Board committed to meet with prospective Chair Designate candidates to provide additional context about the role, as needed.</li> </ul> </li> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to approve the proposed recruitment approach, including the panel membership and timeline, for the Chair Designate and current Independent Governor vacancies.</b></li> </ul>	BH

Board Effectiveness		
5)	<p><b>GOVERNANCE REVIEW &amp; IMPROVEMENT</b></p> <p><b>15:15</b></p> <p><b>5.1 Annual Board Review – Priority Recommendations for 2025-26</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update:           <ul style="list-style-type: none"> <li>○ Three key focus areas were identified as output of the Annual Board Review process, related to ‘Staff &amp; Student Governor Engagement’, ‘Meeting Efficiency’, ‘Financial Oversight’ and ‘Recruitment, Succession Planning &amp; Governor Training’.</li> <li>○ The paper also considered the <a href="#">FE Commissioner Intervention Report for Weston College</a> to assess the College’s compliance with the key recommendations arising. It was confirmed that the College was compliant in all areas, with efforts underway to appoint a qualified accountant to the ARaC Committee as part of the current Governor recruitment campaign.</li> <li>○ Priority recommendations had been incorporated into the draft Governance Improvement Plan for 2025-26, with a view to ensure appropriate levels of Board and Committee oversight.</li> </ul> </li> <li>• Governors reflected that it was helpful to gain assurance that ESCG was fully compliant with best practice and the FE Commissioners recommendations, though noted that the broader issues arising from the report were likely endemic to the culture of the college under review.</li> </ul> <p><b>5.2 Draft Governance Improvement Plan – 2025-26</b></p> <ul style="list-style-type: none"> <li>• Governors considered the draft Governance Improvement Plan for 2025-26 and requested the following minor amendments:           <ul style="list-style-type: none"> <li>○ The inclusion of ‘Chair 360° Review’ under the Monitoring Progress section for the Governance Effectiveness focus area.</li> <li>○ Replace ‘Governor Learning &amp; Development Programme’ with ‘Governor Networking &amp; Development Programme’ – <i>here and wherever else it may arise</i>.</li> </ul> </li> <li>• <b>Action 5.2.1 – Update the ‘Governance Improvement Plan’ to incorporate the changes detailed in Section 5.2 of the minutes.</b></li> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to recommend Board approval of the Governance Improvement Plan, subject to the agreed amendments.</b></li> </ul> <p><b>5.3 Strategy Day Output – Board Risk Appetite Matrix</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update:           <ul style="list-style-type: none"> <li>○ The Board Risk Appetite Matrix had been drafted following the Strategy Day event, ahead of Board approval at its next meeting on 11<sup>th</sup> December 2025.</li> <li>○ A key next step would be to ensure that the Board Risk Appetite Matrix be referenced at key strategic decision points throughout the year, as appropriate.</li> </ul> </li> </ul>	BH

- The following discussion then occurred:
  - Governors reflected on the need to redefine the risk type definitions detailed within the Board Risk Appetite matrix to ensure that these were more meaningful for the College. *It was agreed that this would be explored at the next Chairs Group meeting.*
    - **Action 5.3.1 – Include ‘Board Risk Appetite Matrix – Risk Type Definitions’ on the Chairs Group agenda for the next meeting on 22<sup>nd</sup> January 2026.**
- **RESOLUTION – The GP&R Committee agreed to recommend Board approval of the ‘Board Risk Appetite – 2025-26’.**

BH

#### **5.4 External Board Review Planning**

- The Director of Governance shared the following update:
  - **Review Scope & Timeline** – the forthcoming review would include observations of key committee meetings (ARaC, CS&Q, RC&I, CDB and GP&R), interviews with Board and Committee Chairs, Staff and Student Governors, and a relatively newly appointed Independent Governor. The process would span from document collection in October 2025 to presentation of the final report in May 2026.
  - **Focus Areas & Next Steps** – the review aimed to strengthen governance, ensure responsiveness to stakeholder needs, and improve oversight of the student experience. The GP&R Committee needed to consider the proposed timeline and approach, with final governor availability and scope to be agreed prior to contract finalisation and the completion of detailed planning.
- The following discussion then occurred:
  - Governors were encouraged to hear that the review would be bespoke to the needs of the College, with any Governors not in scope for an interview still able to contact the reviewer to raise any questions or concerns.
  - Governors suggested that it would be preferable to include interviews with the Chief Operating Officer and Deputy Principal within the scope of the review.
    - **Action 5.4.1 – Ensure that the External Board Review scope includes interviews with the Chief Operating Officer and Deputy Principal.**

BH

#### **5.5 Devolution Ambassador Role Description**

- The Director of Governance shared the following update:
  - Following recent discussions related to the local government devolution agenda for the Sussex region, a Devolution Ambassador role description had been developed to ensure a strategic representative for the Board in related matters.
  - It was recommended that this responsibility be assigned to the Chair of the Board, given the nature of their role and the high strategic priority for the College.
- **RESOLUTION – The GP&R Committee agreed to recommend Board approval of the ‘Devolution Ambassador Role Description’.**

	<p><b>5.6 Staff &amp; Student Governor Report Topics 2025-26</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update: <ul style="list-style-type: none"> <li>○ A programme of ‘think piece’ report topics had been developed, linked to the College’s PROUD values and other priority thematic areas.</li> <li>○ A planning meeting would shortly be scheduled with the Staff and Student Governors, Assistant Principal – Safeguarding &amp; Inclusion and the Director of People to commence preparations ahead of the 11<sup>th</sup> December 2025 Board meeting.</li> </ul> </li> <li>• The following discussion then occurred: <ul style="list-style-type: none"> <li>○ Governors reflected on the high level of commitment requested of Staff and Student Governors in drafting these reports.</li> <li>○ Governors suggested possible methods for recognising Staff and Student Governors for their contributions to the Board, such as: <ul style="list-style-type: none"> <li>▪ The provision of a personal reference from the Director of Governance and/or Chair of the Board for Student Governors.</li> <li>▪ The celebration of Staff Governor contributions in their year-end appraisal conversations.</li> </ul> </li> <li>○ Governors considered the proposed programme of think piece topics for 2025-26 and suggested that the questions should be amended from a ‘how can we...’ question format to ensure a more strategic response. <ul style="list-style-type: none"> <li>▪ <b>Action 5.6.1 – Amend the format of questions in the programme of Staff &amp; Student Governor Reports for 2025-26 to ensure that these engender a more strategic response.</b></li> </ul> </li> <li>○ The Director of Governance suggested that Ambassadors also be asked to report back on a termly basis on any campus visits and meetings with College Leads that they had undertaken. This would enhance Board visibility and oversight of related insights and next steps. <a href="#">Governors agreed.</a> <ul style="list-style-type: none"> <li>▪ <b>Action 5.6.2 – Include an agenda item titled ‘Ambassador Update’ to Board meeting agendas moving forward. Contact the Ambassadors and request that they be prepared to share an update at the next Board meeting.</b></li> </ul> </li> </ul> </li> <li>• <b>RESOLUTION – The GP&amp;R Committee agreed to approve the ‘Staff &amp; Student Governor Report Topics – 2025-26’, subject to the agreed amendments.</b></li> </ul>	<p>BH</p> <p>BH</p>
6)	<p><b>GOVERNOR NETWORKING &amp; DEVELOPMENT – 2025-26</b></p> <p style="text-align: right;"><b>15:45</b></p> <p><b>6.1 Governor Networking &amp; Development Programme</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance directed participants to the associated paper, which included a tailored programme of essential training for Governors, as well as the proposed pre-Board briefing topics for 2025-26.</li> </ul>	

	<ul style="list-style-type: none"> <li>• The following discussion then occurred: <ul style="list-style-type: none"> <li>○ Governors shared mixed feedback on the online Safeguarding Training Module and consideration was given to the proposed delivery format for 2026. Possible options included development of simplified online training content for Governors or delivery of an extended in person Safeguarding training session.</li> <li>○ Governors considered the need for access to earlier training on Artificial Intelligence. The Director of Governance advised that this was currently being planned in addition to the related pre-Board briefing session currently scheduled for the Summer Term.</li> </ul> </li> <li>• <b>RESOLUTION – The Governance, Performance &amp; Reputation Committee agreed to approve the ‘Governor Networking &amp; Development Programme – 2025-26’.</b></li> </ul> <p><b>6.2 Example Individual Governor Networking &amp; Development Plans</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance shared the following update: <ul style="list-style-type: none"> <li>○ The associated paper included a sample of Individual Governor Networking &amp; Development plans for each role type.</li> <li>○ Enhancements had included a further simplified format for 2025-26, a clearer process for recording when training had been completed, and the inclusion of related College activities, such as Governor learning walks and campus events.</li> <li>○ Networking &amp; Development Plans were currently being cascaded to Governors.</li> </ul> </li> <li>• Governors noted the paper.</li> </ul> <p><b>6.3 Governor Visits Programme</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance advised that the visits programme had been refreshed for 2025-26. It formalised the Board’s programme of monitoring and oversight, and was directly aligned with the Governor Visits Policy. The programme had also been cascaded to all Governors.</li> <li>• Governors noted that the paper included a summary of the deep dive discussion topics that had been undertaken in the prior year and suggested that this may be confusing. <ul style="list-style-type: none"> <li>○ <b>Action 6.3.1 – Remove the list of 2024-25 deep dive topics detailed at the top of the Governor Visits Programme for 2025-26.</b></li> </ul> </li> </ul> <p><b>6.4 Calendar of Events</b></p> <ul style="list-style-type: none"> <li>• Governors noted the Calendar of Events for 2025-26, which had also recently been cascaded to all Governors. A Governor queried whether a more detailed version of the College events calendar was available, which the Director of Governance committed to investigate.</li> </ul>	BH
7)	<p style="text-align: right;"><b>16:03</b></p> <p><b>NATIONAL POLICY, LEGISLATIVE DEVELOPMENTS &amp; GOVERNANCE BEST PRACTICE UPDATE</b></p> <p>7.1 The Director of Governance referenced the associated guidance paper, and shared the following update:</p> <ul style="list-style-type: none"> <li>• The paper outlined key updates in national policy and governance best practice for the FE sector as of October 2025.</li> </ul>	

	<ul style="list-style-type: none"> <li>• Notable developments included a £190 million funding boost for 16–19 providers, expanded free meal entitlements for students in households receiving Universal Credit, an updated financial benchmarking and assurance review guidance, and refreshed governance guidance emphasizing legal duties, diversity and safeguarding.</li> <li>• The GP&amp;R Committee was asked to note these updates and consider further dissemination to the Board.</li> </ul> <p><b>7.2 Governors noted the paper.</b></p>	
<b>Annual Reports</b>		
8)	<p><b>ANNUAL STATUTORY RETURNS FOR REVIEW</b> <span style="float: right;"><b>16:04</b></span></p> <p><b>8.1 Declarations of Interest Register – 2025-26</b></p> <ul style="list-style-type: none"> <li>• The Director of Governance advised that the register had been updated for 2025-26, with declarations having been received from all Governors. As such, all records were complete.</li> <li>• Governors noted the paper.</li> <li>• <b>RESOLUTION – The Governance, Performance &amp; Reputation Committee agreed to recommend Board approval of the ‘Declarations of Interest Register for 2025-26’.</b></li> </ul>	
9)	<p><b>ANNUAL REPUTATION &amp; BRAND REPORT</b> <span style="float: right;"><b>16:05</b></span></p> <p>9.1 The Director of Governance shared the following update:</p> <ul style="list-style-type: none"> <li>• A new approach had been proposed for 2025-26, with a single annual report to be produced in the Autumn term, and verbal updates to be shared by the CEO &amp; Principal in the Spring and Summer Terms moving forward.</li> <li>• With the GP&amp;R Committee’s agreement, the GP&amp;R Cycle of Business and GP&amp;R Committee terms of reference would be updated at its next review to reflect this amended approach.</li> </ul> <p>9.2 The CEO &amp; Principal directed participants to the related paper and shared the following update:</p> <ul style="list-style-type: none"> <li>• The Marketing &amp; Communications Team now reported directly into the CEO &amp; Principal.</li> <li>• The report highlighted ESCG’s strengthened brand and reputation, evidenced by increased student numbers, enhanced stakeholder relationships, and a strong Ofsted outcome.</li> <li>• Key initiatives had included the embedding of the College’s PROUD values, expanding partnerships with the University of Sussex, local schools, employers and cultural organisations, and investing in a revitalized marketing strategy that had driven significant growth in social media engagement.</li> <li>• Looking ahead, the College aimed to deepen community engagement, launch new projects, and further align its brand with regional partners.</li> </ul> <p>9.3 Governor discussion focussed on the following areas:</p> <ul style="list-style-type: none"> <li>• <b>Community Projects</b> – efforts were underway to incorporate the College’s PROUD values into local community projects. A further update would be shared at the next meeting.</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>Southover Building (Lewes) Sale</b> – there had been limited local reaction to the proposed sale, though it was noted that marketing of the property was still in the early stages.</li> <li>• <b>Branding &amp; Marketing</b> – Governors noted that the College had adopted a more consistent brand imagery in both its social media and promotional materials across the county.</li> <li>• <b>RESOLUTION – The Governance, Performance &amp; Reputation Committee agreed to approve the ‘Annual Reputation &amp; Brand Report’.</b></li> </ul> <p>Simon Rose joined the meeting at 16:12.</p>	
10)	<b>ANNUAL MAPPING AGAINST THE SENIOR POST HOLDER REMUNERATION CODE</b>  <b>A confidential discussion then occurred.</b>	16:12
11)	<b>ANNUAL REPORT OF THE GOVERNANCE, PERFORMANCE &amp; REMUNERATION COMMITTEE</b>  <b>A confidential discussion then occurred.</b>  Belle Howard and Rebecca Conroy temporarily left the meeting at 16:17. Belle Howard returned to the meeting at 16.34.	16:14
<b>Performance &amp; Remuneration</b>		
12)	<b>SENIOR POST HOLDER PERFORMANCE MANAGEMENT</b>  <b>A confidential discussion then occurred.</b>  Rebecca Conroy returned to the meeting at 16:42. Belle Howard temporarily left the meeting at 16:56 and returned at 17:03.	16:36
<b>Policies &amp; Key Documents</b>		
13)	<b>POLICIES</b>  13.1 There were no policies due for consideration at the meeting.	17:03
<b>Close</b>		
14)	<b>ANY OTHER BUSINESS</b>  14.1 There were no new items raised for discussion.	17:04
15)	<b>DATE OF NEXT MEETING</b>  <b>15.1 Governors noted that the next meeting had been scheduled for 5<sup>th</sup> February 2026, 15:00-17:00, which would be an in person meeting at the Eastbourne campus.</b>	17:05

16)	<b>LIVE COMMITTEE SELF-ASSESSMENT</b>	17:06																											
16.1 Four survey responses were received from Governors, online during the meeting:																													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #0070C0; color: white;"> <th style="width: 5%;">#</th> <th style="width: 70%;">ASSESSMENT QUESTION</th> <th style="width: 25%;">RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Was the agenda sufficiently balanced between core governance business and strategic priorities?</td> <td style="color: green;">100%</td> </tr> <tr> <td>2.</td> <td>Were the papers succinct, with clarity in the information being communicated and the action required by Governors?</td> <td style="color: green;">75%</td> </tr> <tr> <td>3.</td> <td>Did you have all the information you needed to fully participate in discussion and decisions?</td> <td style="color: green;">100%</td> </tr> <tr> <td>4.</td> <td>Was there sufficient time to debate priority items in depth?</td> <td style="color: green;">100%</td> </tr> <tr> <td>5.</td> <td>Were you satisfied that decisions were arrived at in a proper manner?</td> <td style="color: green;">100%</td> </tr> <tr> <td>6.</td> <td>Was the student experience at the heart of decision making?</td> <td style="color: red;">50%</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 style="color: green;">100%</td> </tr> <tr> <td>8.</td> <td>Any comments or suggestions?</td> <td style="color: green;">Yes*</td> </tr> </tbody> </table>			#	ASSESSMENT QUESTION	RESULT	1.	Was the agenda sufficiently balanced between core governance business and strategic priorities?	100%	2.	Were the papers succinct, with clarity in the information being communicated and the action required by Governors?	75%	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?	50%	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.	Any comments or suggestions?	Yes*
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<p><b>Comments:</b></p> <ul style="list-style-type: none"> <li>• <i>It is difficult to ensure the student experience is at the heart of decision making in this committee.</i></li> <li>• <i>The DoG's executive summary was very helpful. Thank you to Chair for summarising and inviting contributions from all.</i></li> </ul>																													
17)	<b>CLOSE</b>	17:07																											
17.1 The meeting closed at 17:07.																													

### Actions Summary

Item	Owner	Action	Due Date
4.2.1	BH	Engage with senior leaders and managers to promote the Staff Governor vacancy at the Hastings & Ore Valley campus.	14 <sup>th</sup> November 2025
5.2.1	BH	Update the 'Governance Improvement Plan' to incorporate the changes detailed in Section 5.2 of the minutes.	Complete
5.3.1	BH	Include 'Board Risk Appetite Matrix – Risk Type Definitions' on the Chairs Group agenda for the next meeting on 22nd January 2026.	Complete
5.4.1	BH	Ensure that the External Board Review scope includes interviews with the Chief Operating Officer and Deputy Principal.	5 <sup>th</sup> February 2026
5.6.1	BH	Amend the format of questions in the programme of Staff & Student Governor Reports for 2025-26 to ensure that these engender a more strategic response.	Complete
5.6.2	BH	Include an agenda item titled 'Ambassador Update' to Board meeting agendas moving forward. Contact the Ambassadors and request that they be prepared to share an update at the next Board meeting.	Complete
6.3.1	BH	Remove the list of 2024-25 deep dive topics detailed at the top of the Governor Visits Programme for 2025-26.	Complete