Governance, Performance & Reputation Committee
MINUTES

Date	13th May 2025	Time	15:00-17:00
Venue	Room LC304, Cliffe Building, Lewes Campus		
Chair	Priscilla Kendall		

Membership: Priscilla Kendall (Committee Chair), Becky Cooke (Committee Vice Chair), Ian Mehrtens, Derek Richardson

In Attendance: Rebecca Conroy (CEO & Principal), Belle Howard (Director of Governance – *minutes*), Simon Rose (Director of People)

Quorum: The meeting was quorate throughout.

Apologies: Derek Richardson

#	Item	Action
1)	**WELCOME, APOLOGIES & DECLARATIONS OF INTEREST** 15:01 1.1 The Governance, Performance & Reputation Committee Chair opened the meeting at 15:01 with a warm welcome to colleagues. 1.2 Apologies were received and accepted from Derek Richardson. 1.3 The Director of Governance and CEO & Principal subsequently declared an interest in Item 10.3 of the agenda, related to the 'Senior Post Holder Capabilities & Attendance Policy'. 1.4 The Director of Governance advised that the pack of meeting papers had been supplemented with a one-page executive summary document, which had been generated in part through the use of AI technology and provided a succinct overview of the content. Governors reflected that this would better support strategic discussion and decision making moving forward. As such, similar executive summaries would be piloted for the remaining committee meetings in the Summer Term.	
2)	**MINUTES OF LAST MEETING** 15:06 *2.1 Approval* • Governors considered the minutes of the meeting on 6th February 2025. • **Governors agreed that the minutes were a true and accurate record.** *2.2 Matters Arising* • Governors noted that all actions from the last meeting had been successfully completed.	

Board & Committee Membership/Succession Planning		
3)	**MEMBERSHIP & SUCCESSION PLANNING** **15:09**	
	3.1 Current Terms of Office & Succession Planning	
	• The Director of Governance shared the following update:	
	o There were currently 3 Independent Governor vacancies on the Board. An expression of interest had been received from a candidate, which required consideration by the Committee.	
	o First terms of office were due to expire in 2025 for four Governors, all of whom had confirmed their willingness to undertake a second term, subject to Board approval.	
	o A proposal had been received from Peridot Partners, which detailed a suggested recruitment campaign format for the Chair Designate role. A 10-week timeline had been indicated, at a fixed cost of £7,500 + VAT and would be payable in two parts.	
	• The following discussion then occurred:	
	o Members reflected that despite the current vacancies on the Board, there continued to be sufficient Governors to service all Committees at this time.	
	o Governors considered the Independent Governor expression of interest and determined that this should be kept on file at this time.	
	o Instead, it was proposed that in addition to leading the recruitment campaign for a new Chair, that Peridot Partners also facilitate a search for up to two further Independent Governors, with a view to invite the existing candidate to interview along with any additional candidates that may be generated as output of the search.	
	o Governors reflected on the potential timing of the Chair recruitment campaign, noting the need to ensure sufficient time should more than one campaign be needed. Further advice on timing and approach would be sought from Peridot Partners.	
	o Governors considered the draft Chair role description and determined that this should be further simplified to more effectively attract prospective candidates to the role. It was suggested that AI technology could be leveraged to support this effort.	
	o GP&R Committee members noted that a Staff Governor had recently submitted their resignation from their current role at the College, and it was therefore anticipated that their resignation from the Board would also soon follow. A Staff Governor recruitment campaign would subsequently need to be planned in the Autumn Term.	
	• **Action 3.1.1 – Use AI Technology to generate a simplified version of the Chair Role Description, ahead of a further review discussion with the GP&R Committee Chair.**	**BH/PMK**
	• **Action 3.1.2 – Schedule an in-person meeting with Peridot Partners and the GP&R Committee Chair to discuss next steps and approach for the Chair recruitment campaign and the potential recruitment of two further Independent Governors.**	**BH**
	• **RESOLUTION: The GP&R Committee agreed to recommend Board approval for a second term of office for Becky Cooke, Priscilla Kendall, Kirsty Reid and Jack Woodgate.**	
	• **RESOLUTION: The GP&R Committee agreed to proceed with appointing Peridot Partners to facilitate a recruitment campaign for the Chair Designate role.**	

Board Effectiveness		
4)	**GOVERNANCE REVIEW & IMPROVEMENT** 15:24	
	4.1 Governance Improvement Plan – Progress Update & Format Review	
	• The Director of Governance directed the participants to the related paper and highlighted key progress areas in the last reporting period. The need for deeper strategic oversight in areas like Digital, Diversity, Equity & Inclusion, and Sustainability was particularly highlighted.	
	• Governors noted the associated paper.	
	• <u>Action 4.1.1</u> **– Update the Governance Improvement Plan Progress Report to more clearly indicate movement for any changes to RAG ratings moving forward.**	**BH**
	4.2 Annual Board Review	
	• The Director of Governance advised that the Annual Board Review report had incorporated earlier GP&R Committee feedback on the format and approach, with the inclusion of an executive summary and simplified information related to the desk review exercise.	
	• The Director of Governance directed participants to the related report and executive summary paper and outlined the key insights arising from the review. The report provided assurance that a comprehensive review had been undertaken, with recommendations arising related to the following areas:	

	o Further enhancing Staff and Student Governor engagement opportunities.
	    o Continuing to drive efficiencies in governance meetings.
	    o Maximising opportunities to strengthen financial oversight and monitoring.
	    o Ensuring robust Governor recruitment, succession planning and training provision.	

	• Governors noted the associated paper, and the following discussion then occurred:	
	o **Governor Training:**	

	▪ It was suggested that the *'Governor Training & Development Programme'* be rebranded to *'Networking & Development Programme',* to better capture the nature and intent of these activities.
	        ▪ A more personalised and flexible approach to Governor development should be explored, possibly to include:
	            – Tailored learning opportunities.
	            – Short and informal sessions after Board/Committee meetings.
	            – One-on-one briefing sessions with staff.
	            – Evening learning walks.
	        ▪ To meet the need for finance specific learning and development for Governors, an in-house virtual training session with the Chief Operating Officer and Executive Director of Finance was suggested for the next academic year.	

	o **Governor Attendance** – it was important to contextualise Governor attendance data and ensure that related percentages were carefully interpreted.	

	o **Requested amendments to the Annual Board Review Report:**	
	▪ **Governor Training** (Slide 26) – the term *'too low'* in reference to Governor engagement with training should be replaced with *'inconsistent'* to better reflect variability in participation levels.	
	▪ **Key Recommendations** (Slide 32): – **Staff & Student Governor Engagement:** rather than introducing additional mechanisms for gathering feedback, amend to *'monitoring the impact of existing mechanisms…'*. – **Meeting Efficiency**: reference the use of AI technology as a means for further simplifying meeting papers. – **Recruitment, Succession Planning & Governor Training**: replace *'Develop a training programme'* with *'Establish a Networking & Development Programme…'*	
	• <u>**Action 4.2.1 – Update the Annual Board Report to incorporate the requested amendments.**</u>	**BH**
	• **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Annual Board Review Report', subject to the agreed amendments.**	
5)	**BOARD & COMMITTEE STRUCTURE – 2025-26** **15:56** ***5.1 GP&R Committee Terms of Reference*** • The Director of Governance outlined the recent updates to the GP&R Committee Terms of Reference for 2025-26, noting the Board's desire to extend committee level delegations and reduced frequencies for policy reviews. • **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend the 'GP&R Committee Terms of Reference for 2025-26' to the Board for approval.** ***5.2 Special Committee Terms of Reference*** • The Director of Governance advised that there had been moderate updates to the GP&R Terms of Reference for 2025-26. • **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend the 'Special Committee Terms of Reference for 2025-26' to the Board for approval.** ***5.3 Draft Committee Membership – 2025-26*** • The Director of Governance outlined the proposed committee membership for 2025-26 and Governor discussion focussed upon the following areas: o The need to confirm whether the ARaC Committee Chair would be willing to continue in role in the next academic year.	

- o The need to ensure robust succession planning for Ambassador roles, with oversight for statutory areas such as the College's Safeguarding and SEND provisions.
- o It was noted that the role of the Assistant Principal – Student Experience was currently being redefined to focus specifically on Safeguarding and SEND.

- **Action 5.3.1 – Contact the ARaC Committee Chair to confirm that he would be happy to continue in role for the next academic year.**   **BH**

- **Action 5.3.2 – Update the 'Draft Committee Membership – 2025-26' to remove the Director of Capital Development & Assets as a regular attendee for CDB meetings.**   **BH**

- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend the proposed 'Committee Membership for 2025-26' to the Board for approval, subject to the agreed amendment.**

5.4 Draft Cycle of Business – 2025-26

- The Director of Governance directed participants to the associated paper and outlined the key changes, which related to committee delegations, the simplification and distribution of agenda items, reduced frequency of policy reviews and ensuring greater strategic focus.

- Governor discussion focussed upon the following areas:

  - o **Diversity, Equity, Inclusion & Belonging (DEIB)** – to simplify review processes, moving forward, sections of the Annual DEIB Report would initially be compartmentalised. This would enable the DEIB review and oversight responsibilities of the CS&Q and RC&I Committees to be specifically limited to student and staff content respectively. The report would then be consolidated ahead of Board approval.

  - o **Environmental Sustainability** – whilst this area was within the scope of the RC&I Committee, other than the related policy, there were no specific agenda items in place to enable effective monitoring and oversight. Governors suggested that this should be explored further at the next RC&I Committee meeting, with a view to update the Cycle of Business as appropriate.

- **Action 5.4.1 – Add an additional RC&I Committee meeting agenda item, to agree the approach for monitoring and oversight of Environmental Sustainability, with a view to update the Cycle of Business as output of related discussions.**   **BH**

- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend the 'Cycle of Business for 2025-26' to the Board for approval, subject to the agreed amendments.**

5.5 Draft Schedule of Meetings – 2025-26

- The Director of Governance directed participants to the associated paper and outlined the following proposed approach for 2025-26:

  - o A broad range of days and campus locations for both the Board and its Committees.
  - o Accommodation of later dates for CS&Q, RC&I and ARaC, due to business need.
  - o In person meeting timings adjusted to accommodate Governor travel needs, campus specific events and availability.

	- o The inclusion of two Strategic Planning Days in the Autumn and Summer terms. - o Retaining one virtual meeting per year, per committee (with the exception of CDB). - The following discussion then occurred: - o Whilst Committee Members were mindful of the travel related challenges in accessing College campuses, it would not be possible to schedule meetings around train schedules as these were often subject to change. - o Similarly, it would be important to include a greater proportion of Hastings based meetings to ensure balanced levels of Governor visibility across all sites. - o For consistency, all meetings except for the December Board meeting and Strategic Planning Day events, should be scheduled to commence at 15:00 (or 14:00, if a pre-meeting discussion was also planned). - o However, further accommodations would be made to support Governors who were commuting by train, such as access to private meeting spaces before/after meetings, as well as the option of leaving meetings slightly early, if required. - o A good proportion of more centrally located meetings at the Eastbourne campus would also be ensured. **Action 5.5.1 – Include a greater proportion of Hastings based meetings within the Schedule of Meetings for 2025-26. Also, ensure consistent meeting start times across the schedule.** **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend the 'Schedule of Meetings for 2025-26' to the Board for approval, subject to the agreed amendments and subsequent review by all Committees.**	**BH**	
6)	**EXTERNAL BOARD REVIEW PLANNING** 16:21 6.1 The Director of Governance directed participants to the associated paper and explained that three external Board review proposals had been sourced from Stone King, the Association of Colleges (AoC) and the National Council of Voluntary Organisations (NCVO). Each proposal had been evaluated based on cost, review scope, and the provider's previous experience/expertise in delivering sector specific reviews. 6.2 The following discussion then occurred: - The External Board Review process in 2023 was highly detailed and on reflection, it was felt that the overall value to Board was somewhat limited. However, findings arising from the review had been carefully considered and addressed via the Governance Improvement Plan. - It was also noted that the College's existing Annual Board Review processes were robust and a lighter approach would be appropriate for the next external review. - Concerns were raised regarding the range of AoC's reviewers as those based in closest proximity to the College were in some way linked to local/competitor colleges and therefore could arguably be perceived as a peer review. - Further pre-appointment scoping and alignment discussions would be undertaken with Stone King and NCVO, prior to the submission of a final recommendation to the Board. - o **Action 6.2.1 – Schedule additional pre-appointment scoping and alignment meetings with Stone King and NCVO, with the GP&R Committee Chair, Chair of the Board and Director of Governance to attend.** **Simon Rose joined the meeting at 16:28.**	**BH**	

Annual Reports	
7)	**16:28**
	ANNUAL COMPLIANCE WITH THE AOC CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES
	7.1 The Director of Governance directed participants to the associated summary paper, and shared the following update:
	• The Board's governance practices were mapped against the AoC Code of Good Governance, identifying areas for improvement such as strategic oversight and stakeholder engagement.
	• The Governance Improvement Plan continues to address priority improvement areas, and no specific areas of non-compliance were identified as output of the review.
	7.2 Governors noted the report.
	• **RESOLUTION – The GP&R Committee agreed to recommend the 'Annual Compliance with the AoC Code of Good Governance for English Colleges' to the Board for approval.**
Strategic Items	
8)	**REPUTATION & BRAND UPDATE** **16:30**
	8.1 The CEO & Principal shared the following update:
	• The recent Strategic Plan & Institute of Technology launch event had been well received and generated positive stakeholder engagement for the College.
	• Plans were underway to establish an annual stakeholder engagement event to showcase progress against the Strategic Plan and continue to build upon the College's reputation.
	• Recent discussions with local universities had focussed upon opportunities to collaborate, particularly regarding the devolution agenda. As such, this would be a primary agenda item for the forthcoming Strategy Day event in July 2025.
	• Internal action groups had been formed to further enhance school liaison efforts, internal progression and community engagement.
	• The College's unique AI and Immersive Suite technology provided a unique selling point to attract opportunities with external stakeholders, such as schools and employers.
	• A Community Engagement & Communications Master Plan was currently being developed, which would be shared at the next meeting in the Autumn Term.
	8.2 Governor discussion focussed upon the following:
	• The value of introducing an annual event to showcase the work of the College at the end of the 2025-26 academic year.
	• This could potentially be combined with a PROUD awards event, focussed upon celebrating those individuals who had particularly embodied the College's values across the year.
9)	**TARGET SETTING** **16:38**
	9.1 Key Performance Indicators – 2025-26
	The Director of Governance advised that the draft KPI targets for 2024-25 had focussed upon stakeholder satisfaction, market share of student enrolments, and governor participation in live meeting assessments.

	9.2 The following discussion then occurred: • The feasibility of a survey to both internal and external stakeholders to assess how PROUD they were of the College was explored. • Governors considered the need to adopt ambitious targets for the year ahead, with a greater emphasis on the linkage between outcomes and strategic priorities. As such, it was determined that the KPI related to live meeting assessments should be discontinued. • Given the further revisions required to the draft GP&R KPIs for 2025-26, Governors agreed that an updated version would be circulated electronically, with a view to subsequently make a recommendation to the Board for approval. o **Action 9.2.1 – With input from the GP&R Committee Chair, revise the draft GP&R KPI targets for 2025-26, with a view to submit to GP&R Committee members to review/recommend Board approval electronically.**	BH
Policies & Key Documents		

10)	**POLICIES** **16:38**
	
	10.1 Further Education Code of Good Governance
	
	• The Director of Governance advised that the AoC had recently updated the Code to reflect various changes to terminology following the disbandment of the ESFA and was now referenced in the Code as the DfE. Colleges had therefore been asked to adopt the updated version of the Code.
	
	• **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board adoption of the 'Further Education Code of Good Governance'.**
	
	10.2 Scheme of Delegation
	
	• The Director of Governance outlined the key updates to the Scheme of Delegation, as detailed in the Policy Change Summary Sheet.
	
	• **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Scheme of Delegation'.**
	
	10.3 SPH Capability & Attendance Procedure
	
	• The Director of People outlined the key updates to the SPH Capability & Attendance Procedure, as detailed in the Policy Change Summary Sheet.
	
	• Governors requested the following amendments:
	
	    o Remove the option for senior post holders to request companion support from an individual based at another FE College.
	    o Replace any references of *'Clerk'* with *'Director of Governance'*.
	
	• **Action 10.3.1 – Update the 'SPH Capability & Attendance Procedure' to include the amendments detailed in Section 10.3 of the minutes.**
	
	• **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the 'SPH Capability & Attendance Procedure', subject to the agreed amendments.**	

		SR

	10.4 Standing Orders	
	• The Director of Governance outlined the key updates to the Standing Orders, as detailed in the Policy Change Summary Sheet.	
	• **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Standing Orders'.**	

Close

11)	**ANY OTHER BUSINESS** 15:53	
	11.1 Diligent Boards Functionality Upgrade	
	• The Director of Governance shared the following update:	
	○ A proposal had been received which would enable substantial AI functionality enhancements to the Diligent Boards system, as per the Diligent One Essentials package. Key features would include executive summaries of meeting papers (with citations), assisted draft minutes and automated action tracking, auto-generated strategic questions, suggested follow-ups and secure file sharing.	
	○ Following negotiations, the original quote of £16,850 + VAT had been reduced to **£15,900 + VAT**. In contrast, the estimated contract renewal for existing functionality had been estimated at £12,000 + VAT for 2025-26.	
	○ Whilst specific Board approval for functionality enhancements to Diligent Boards was not necessary, it was prudent for the GP&R Committee to be kept appraised for transparency purposes. There was adequate budget available to fund this upgrade.	
	• Governors reflected that these enhancements would add significant value to meeting efficiency and pre-work. Consideration was given as to whether this functionality was currently being used by other FE colleges and whether there was an opportunity for Governors to participate in Beta testing. This option would be explored by the Director of Governance and Governor training would also be arranged as part of the roll-out.	
	11.2 Blue Light Cards	
	• The CEO & Principal explained that Governors were eligible to participate in the Blue Light Card programme, which staff members also benefited from.	
	○ **Action 11.2.1 – Arrange for all Governors to be enrolled in the Blue Light Card programme and communicate further details on related benefits.**	SR/BH
12)	**DATE OF NEXT MEETING** 17:07	
	12.1 Governors noted that the date of the next meeting had been tentatively scheduled **for 14th October 2025, which was expected to be an in-person meeting at the Lewes campus.**	
13)	**LIVE COMMITTEE SELF-ASSESSMENT** 17:08	
	13.1 Three survey responses were received from Governors, online during the meeting:	

#	ASSESSMENT QUESTION	RESULT
1.	Was the agenda sufficiently balanced between core governance business and strategic priorities?	**100%**

#	ASSESSMENT QUESTION	RESULT
2.	Where the papers succinct, with clarity in the information being communicated and the action required by Governors?	**67% – Yes** **33% – Partially**
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?	**100%**
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?	**67% – Partially** **33% – N/A**
8.	Were opportunities created to invite input from Student and Staff Governors?	**100%**
9.	Any comments or suggestions?	**None**

14)	**CLOSE**	**17:09**
	14.1 The meeting closed at 17:09.	

Actions Summary

Item	Owner	Action	Due Date
3.1.2	BH	Use AI Technology to generate a simplified version of the Chair Role Description, ahead of a further review discussion with the GP&R Committee Chair.	**Complete**
3.1.2	BH	Schedule an in-person meeting with Peridot Partners and the GP&R Committee Chair to discuss next steps and approach for the Chair recruitment campaign and the potential recruitment of two Independent Governors.	**Complete**
4.1.1	BH	Update the Governance Improvement Plan Progress Report to more clearly indicate movement for any changes to RAG ratings moving forward.	**Complete**
4.2.1	BH	Update the Annual Board Report to incorporate the requested amendments.	**Complete**
5.3.1	BH	Contact the ARaC Committee Chair to confirm that he would be happy to continue in role for the next academic year.	**Complete**
5.3.2	BH	Update the 'Draft Committee Membership – 2025-26' to remove the Director of Capital Development & Assets as a regular attendee for CDB meetings.	**Complete**
5.4.1	BH	Add an additional RC&I Committee meeting agenda item, to agree the approach for monitoring and oversight of Environmental Sustainability, with a view to update the Cycle of Business as output of related discussions.	**Complete**
5.5.1	BH	Include a greater proportion of Hastings based meetings within the Schedule of Meetings for 2025-26. Also, ensure consistent meeting start times across the schedule.	**Complete**
6.2.1	BH	Schedule additional pre-appointment scoping and alignment meetings with Stone King and NCVO, with the GP&R Committee Chair, Chair of the Board and Director of Governance to attend.	6th June 2025
9.2.1	BH	With input from the GP&R Committee Chair, revise the draft GP&R KPI targets for 2025-26, with a view to submit to GP&R Committee members to review/ recommend Board approval electronically.	6th June 2025
10.3.1	SR	Update the 'SPH Capability & Attendance Procedure' to include the amendments detailed in Section 10.3 of the minutes.	30th June 2025
11.2.1	SR/BH	Arrange for all Governors to be enrolled in the Blue Light Card programme and communicate further details on related benefits.	14th October 2025