

Governance, Performance & Reputation Committee MINUTES

Date	23 rd October 2024	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 Mehrstens			
In Attendance: Rebecca Conroy (CEO & Principal), Belle Howard (Director of Governance – <i>minutes</i>)			
Quorum: The meeting was quorate throughout.			
Apologies: Lauren Crawley (Director of People)			

#	Item	Action
1)	WELCOME, APOLOGIES & DECLARATIONS OF INTEREST 15:06 1.1 The Governance, Performance & Reputation (GP&R) Committee Chair opened the meeting at 15:06 with a warm welcome to colleagues. 1.2 Apologies were received and accepted from Lauren Crawley. 1.3 The CEO & Principal and Director of Governance declared an interest in Item 13 of the agenda, related to Senior Post Holder Performance Management.	
2)	MINUTES OF LAST MEETING 15:07 2.1 Approval <ul style="list-style-type: none"> Governors considered the minutes from the meeting on 13th May 2024. Governors agreed that the minutes were a true and accurate record of what was discussed, subject to the following amendment: <ul style="list-style-type: none"> Update 'Action 4.1.1', with a view to consider adjusting the maximum number of Staff Governors within the Board's membership from 4 to 3, in both the Standing Orders and the Instrument & Articles of Government. <u>Action 2.1.1</u> – Update the GP&R meeting minutes of 13th May 2024, to reflect the amendment detailed in section 2.1 of the minutes. 2.2 Matters Arising <ul style="list-style-type: none"> Governors noted that all actions from the last meeting had been completed. 	BH

Board & Committee Membership/Succession Planning		
3)	<p>MEMBERSHIP & SUCCESSION PLANNING</p> <p>15:09</p> <p>3.1 Current Terms of Office & Succession Planning</p> <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> There were currently 2 Independent Governor and 2 Student Governor vacancies on the Board. A Student Governor election campaign was currently underway for the Lewes and Eastbourne campuses. The deadline for nominations was 15th November 2024. If more than one application per campus was received, a ballot process would be initiated. Student Governors were due to be elected ahead of the next Board meeting on 12th December 2024. Full induction training would also be provided by the Director of Governance in readiness for that meeting. The GP&R Committee was currently under resourced, so options for extending its membership would need to be considered. Early succession planning was also recommended for the Chair of the Board role, ideally with a view to appoint a Chair Designate with a long handover lead time. Governors raised questions related to the following areas: <ul style="list-style-type: none"> Student Governor Recruitment: <ul style="list-style-type: none"> Confirmation received that there were no students who were registered to attend at more than one campus. The need to amend the 'Student Governor Election' presentation to more clearly indicate the number of vacancies at each campus and to include an estimate for reading time related to meeting papers. The current round of annual Governor conversations with the Chair of the Board would be used to explore potential Governor interest in joining the GP&R Committee's membership. Whether there was a need to appoint a Governor with specific finance/accountancy expertise to the Audit, Risk & Compliance Committee membership. The Director of Governance advised there was a risk that a lack of specific financial expertise in the membership could potentially be challenged, particularly in relation to the current financial health of the College. This would be revisited at a subsequent meeting. Peridot Partners would be utilised as the primary channel for Chair of the Board recruitment, with a view to appoint a Chair Designate for a 12-month handover period. The current Chair's term of office is due to expire in March 2027. Peridot to be advised that the College will be seeking candidates with broad leadership and organisational experience, together with demonstrable financial acumen. Action 3.1.1 – Update the 'Student Governor Election' presentation with the suggested amendments, as detailed in Section 3.1 of the minutes. Action 3.1.2 – Update the 'ESCG Board Membership & Terms of Office' document to reflect the current committee membership for Andy Davy and to restrict the list of former members to the last 12-month period. 	<p>BH</p> <p>BH</p>

Board Effectiveness		
4)	<p>GOVERNANCE REVIEW & IMPROVEMENT</p> <p>15:31</p> <p>4.1 Annual Board Review – Priority Recommendations for 2024-25</p> <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> Three key focus areas were identified as output of the Annual Board Review process, related to ‘Decision Making, ‘Monitoring & Oversight’ and ‘Governor Development’. The paper revisited the key findings arising from the External Governance Review in 2023 and assessed progress to date in closing these. 80% of the findings had since been addressed, with one item still in progress and another subsequently assessed as no longer required. Priority recommendations to be incorporated into the Governance Improvement Plan for 2024-25, with a view to ensure appropriate levels of Board and Committee oversight. Governors considered the governance improvement area related to ‘Strategic Focus’ and noted that a new Strategic Plan had recently been developed for the College. As such, this action should be amended to ‘closed’. <ul style="list-style-type: none"> Action 4.1.1 – Amend the ‘Annual Board Review – Priority Recommendations for 2024-25’ paper to indicate that the action related to ‘Strategic Focus’ had now been closed. RESOLUTION – The GP&R Committee recommended that the ‘Annual Board Review – Priority Recommendations’ paper be noted by the Board. <p>4.2 Draft Governance Improvement Plan – 2024-25</p> <ul style="list-style-type: none"> Governors considered the draft Governance Improvement Plan and requested the following amendments: <ul style="list-style-type: none"> Staff/Student Experience & Impact on Decision Making – amend the second bullet to: ‘To maximise opportunities for the Board to adopt an approach of student and staff experience informed decision making’. Governance Effectiveness – amend the third bullet to include ‘succinct minutes’. College Reputation & Community Engagement – amend the first bullet to include ‘cohesive community engagement strategy’. Action 4.2.1 – Update the Governance Improvement Plan to include the requested amendments detailed in Section 4.2 of the minutes. RESOLUTION – The GP&R Committee agreed to recommend the ‘Governance Improvement Plan (2024-25)’ to the Board for approval. 	<p>BH</p> <p>BH</p>

	<p>4.3 Strategy Day – Output & Next Steps</p> <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> The Board Risk Appetite Matrix had now been drafted and would be submitted to the Board for approval at its next meeting on 12th December 2024. The Five-Year Financial Plan and Strategic Plan were currently being updated to reflect the changes agreed. An updated Five-Year Financial Plan would be noted at the next Board meeting and the finalised ESCG Strategic Plan would also be submitted to the Board for approval at that time. The following discussion then occurred: <ul style="list-style-type: none"> Governors reflected that the Strategy Day had been very productive and considered the following with regards to the next event: <ul style="list-style-type: none"> Timing – prior to the Board meeting on either 31st March 2025 or 7th July 2023. Venue – suggestions included the Charleston in Lewes or Southover Grange. Focus – a suggested topic was ‘Curriculum Pathways & Local Skills’. <p>4.4 Live Meeting Assessment – Governor Engagement & Participation</p> <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> Governor engagement with the completion of live meeting assessments was currently too low. Additional reminders, both during and after meetings were now taking place. Additionally, paper copies of the surveys were now being made available to Governors, which had proven successful at the recent Board meeting. 	
5)	<p>GOVERNOR LEARNING & DEVELOPMENT – 2024-25 15:50</p> <p>5.1 Governor Training & Development Programme</p> <ul style="list-style-type: none"> The Director of Governance directed participants to the associated paper and advised that this included a new programme of essential training for Governors, as well as the proposed pre-Board briefing topics for 2024-25. The following discussion then occurred: <ul style="list-style-type: none"> Governors expressed concern regarding the quality of the ETF Learning Module training courses, particularly with regards to the Safeguarding course. Consequently, Governor ‘Safeguarding & Prevent’ and ‘Diversity, Equity, Inclusion & Belonging’ training would now exclusively be delivered in-person at the College. Action 5.1.1 – Amend the ‘Governor Training & Development Programme’ document to: <ul style="list-style-type: none"> Remove reference to online essential training courses for ‘Safeguarding & Prevent’ and ‘Diversity, Equity, Inclusion & Belonging’. Remove reference to the ‘Smartlog’ System and replace with the wording ‘On the rare occasions where training may need to be completed online for unique or specialist content, appropriate access will be provided’. 	BH

- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the ‘Governor Training & Development Programme (2024-25)’, subject to the agreed amendments.**

5.2 Example Individual Governor Training Plans

- The Director of Governance advised that the associated paper included a sample of individual Governor training plans for each role type. Enhancements included a simplified format for 2024-25, as well as a clearer process for recording when training had been completed.
- Governors considered how Individual Training Plans could be further simplified and it was suggested that pending the development of additional in-house training content, that these and optional training activities should be removed from the plans at this time.
 - **Action 5.2.1 – Update ‘Individual Governor Training Plans’ to reflect the requested amendments detailed in Section 5.2 of the minutes.**

BH

- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the ‘Individual Training Plans (2024-25)’, subject to the agreed amendments.**

- **Action 5.2.2 – Cascade finalised ‘Individual Training Plans’ to all Governors, along with a copy of the ‘Governor Training Programme’ document.**

BH

5.3 Draft Governor Visits Programme

- The Director of Governance advised that this new programme had been introduced to enable the Board to formalise its approach to monitoring and oversight. This had been aligned to the Governor Visits Policy (also due for review and approval later in the meeting).
- Governors requested that the ‘Governor Visits Programme’ be updated to include placeholder dates for the Learning Walks planned for the Spring and Summer Terms.
- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the ‘Governor Visits Programme (2024-25)’, subject to the agreed amendment.**
 - **Action 5.3.1 – Update the ‘Governor Visits Programme (2024-25)’ to reflect the requested amendment detailed in Section 5.3 of the minutes.**

BH

5.4 Draft Calendar of Events

- Governors considered the draft Calendar of Events for 2024-25 and requested that this be amended to clarify the process for Governors to indicate their intent to attend. GP&R Committee Members also suggested that Student Governors could take part in touring Governors around the College.
- **Action 5.4.1 – Update the ‘Calendar of Events for 2024-25’ to reflect the requested amendment detailed in Section 5.4 of the minutes.**
- **Action 5.4.2 – Cascade the ‘Calendar of Events for 2024-25’ to Governors.**

BH

BH

	5.5 Buddy/Mentoring Support – Shirley Watson <ul style="list-style-type: none"> The Director of Governance advised that Charles Dudley had agreed to provide buddy support to newly appointed Governor, Shirley Watson, given their shared leadership of the ARaC Committee. 	
6)	GOVERNANCE POSITION PAPER 16:12 <p>6.1 The Director of Governance explained that a ‘Governance Position Paper’ had been produced to support Governor preparations ahead of Ofsted inspection. The paper provided summary context on the governance structure and framework currently in place at the College.</p> <p>6.2 Governors noted the paper and suggested the following amendments:</p> <ul style="list-style-type: none"> Update to include reference to the ‘Vice Chair of the Board’ roles. Amend the table format of the Committee Chair and Ambassador roles to ensure that this is more clearly presented. Action 6.2.1 – Update the ‘Governance Position Paper’ to reflect the requested amendments detailed in Section 6.2 of the minutes. 	BH
7)	NATIONAL POLICY, LEGISLATIVE DEVELOPMENTS & GOVERNANCE BEST PRACTICE UPDATE 16:16 <p>7.1 The Director of Governance referenced the associated guidance paper, which included updates on a range of areas, such as: Skills England; Ofsted’s discontinuation of headline grades; details of the support and intervention available to colleges post reclassification; and updated guidance related to external governance reviews.</p> <ul style="list-style-type: none"> RESOLUTION – The GP&R Committee recommended that the ‘National Policy, Legislative Developments & Governance Best Practice Update’ paper be noted by the Board. 	
Annual Reports		
8)	ANNUAL STATUTORY RETURNS FOR REVIEW 16:17 <p>8.1 Declarations of Interest Register – 2024-25</p> <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> The register had been updated for 2024-25 and addressed a management action that arose from the external audit process from the prior academic year. The 2024-25 register was currently outstanding a completed declaration form for a Staff Governor, who was currently on a period of extended sickness absence. A former Student Governor left the UK prior to completing their final declaration form for 2023-24, which was contrary to the requirement for Governors to provide an updated submission at the end of their term of office. All other records were up to date. Leveraging the new AoC Good Governance template format and approach, there were no other areas of non-compliance identified for 2023-24. RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the ‘Declarations of Interest Register (2024-25)’. 	

9)	ANNUAL MAPPING AGAINST THE SENIOR POST HOLDER REMUNERATION CODE 16:21 <p>9.1 Governors considered the associated paper, which had been drafted by the Director of People.</p> <ul style="list-style-type: none"> RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the ‘Annual Mapping Against the Senior Post Holder Remuneration Code’, which would be a confidential paper. 	
10)	ANNUAL REPORT OF THE GOVERNANCE, PERFORMANCE & REMUNERATION COMMITTEE 16:22 <p>10.1 The Director of Governance advised that the report had been refreshed for 2023-24 and included enhanced Diversity, Equity & Inclusion data.</p> <p>10.2 Governors requested the following amendments:</p> <ul style="list-style-type: none"> To include summary data on Governor expenses for 2023-24. To include details of Governor training activity for 2023-24. RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the ‘Annual Report of the Governance, Performance & Reputation Committee (2023-24)’, which would be a confidential paper. <ul style="list-style-type: none"> Action 10.2.1 – Update the ‘Annual Report of the Governance, Performance & Reputation Committee for 2023-24’ to reflect the requested amendments detailed in Section 10.2 of the minutes. 	BH
Strategic Items		
11)	REPUTATION & BRAND UPDATE 16:25 <p>11.1 The CEO & Principal directed participants to the associated paper and shared the following update:</p> <ul style="list-style-type: none"> Marketing & Communications – a current priority focus area was to increase the reach and volume of the College’s media engagement and its social media presence. Staff Engagement: <ul style="list-style-type: none"> There had been a good response rate to an optional pulse survey in the Summer Term, which found that 84% of staff felt proud to work at the College. However, it was apparent that staff had been under pressure and more support was particularly needed for managers, who had been working at pace to drive various change management activities. The Staff Think Tanks continued to gain traction, and the current enrichment programme had proven particularly popular with staff. <p>11.2 Governor discussion focussed on the following areas:</p> <ul style="list-style-type: none"> The recent Staff Pulse Survey results were particularly encouraging. More work was needed to promote the Lewes campus as a general FE college provider. Similarly, additional focus was needed in promoting the College’s Higher Education provision, particularly at Hastings. 	

12)	OFSTED INSPECTION PLANNING 16:32	
	<p>12.1 The CEO & Principal shared the following update:</p> <ul style="list-style-type: none"> The College was well prepared ahead of Ofsted inspection and significant input and support had been received from the Curriculum, Skills & Quality Committee Chair. The Director of Governance had consolidated Q&A crib sheet resources for Governors. A key focus area of the inspection was likely to be the College's skills provision and early engagement had already taken place with key stakeholders and partners. The inspection would be completed by the end of the 2024-25 academic year. 	
Performance & Remuneration		
13)	SENIOR POST HOLDER PERFORMANCE MANAGEMENT 16:37	
	A confidential discussion then occurred.	
14)	SENIOR POST HOLDER RECRUITMENT 17:01	
	A confidential discussion then occurred.	
Policies & Key Documents		
15)	POLICIES 17:08	
	<p>15.1 Instrument & Articles of Government</p> <ul style="list-style-type: none"> The Director of Governance directed participants to the Policy Change Summary sheet, which outlined the key changes that had been made to the policy. RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Instrument & Articles of Government'. <p>15.2 Governor Recruitment & Succession Planning Policy</p> <ul style="list-style-type: none"> The Director of Governance directed participants to the Policy Change Summary sheet, which outlined the key changes that had been made to the policy. RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Governor Recruitment & Succession Planning Policy'. <p>15.3 Governor Visits Policy</p> <ul style="list-style-type: none"> The Director of Governance directed participants to the Policy Change Summary sheet, which outlined the key changes that had been made to the policy. <ul style="list-style-type: none"> Action 15.3.1 – Update the Governor Visits Policy to indicate a point of contact that Governors should notify ahead of participating in a college visit. RESOLUTION – The Governance, Performance & Reputation Committee agreed to recommend Board approval of the 'Governor Visits Policy', subject to the agreed amendment. 	BH

	15.4 Senior Post Holder Remuneration Guidance <ul style="list-style-type: none"> The Director of People directed participants to the Policy Change Summary sheet, which outlined the key changes that had been made to the policy. RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the ‘Senior Post Holder Remuneration Guidance’. 																												
Close																													
16)	ANY OTHER BUSINESS 17:11 16.1 There were no new items raised for discussion.																												
17)	DATE OF NEXT MEETING 17:12 17.1 Governors noted that the next meeting had been scheduled for 6th February 2025, 15:00-17:00.																												
18)	LIVE COMMITTEE SELF-ASSESSMENT 17:13 18.1 Four survey responses were received from Governors, online during the meeting: <table border="1" style="width: 100%; border-collapse: collapse;"> <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 style="color: green;">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 style="color: orange;">50% – Yes 50% – Partially</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: green;">100%</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;">66.7% – Yes 33.3% – N/A</td></tr> <tr> <td>8.</td><td>Any comments or suggestions?</td><td style="color: black;">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?	50% – Yes 50% – 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?	66.7% – Yes 33.3% – N/A	8.	Any comments or suggestions?	None	
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19)	CLOSE 17:14 19.1 The meeting closed at 17:14.																												

Actions Summary

Item	Owner	Action	Due Date
2.1.1	BH	Update the GP&R meeting minutes of 13th May 2024, to reflect the amendment detailed in section 2.1 of the minutes.	Complete
3.1.1	BH	Update the ‘Student Governor Election’ presentation with the suggested amendments, as detailed in Section 3.1 of the minutes.	Complete
3.1.2	BH	Update the ‘ESCG Board Membership & Terms of Office’ document to reflect the current committee membership for Andy Davy and to restrict the list of former members to the last 12-month period.	Complete

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4.1.1	BH	Amend the 'Annual Board Review – Priority Recommendations for 2024-25' paper to indicate that the action related to 'Strategic Focus' had now been closed.	Complete
4.2.1	BH	Update the Governance Improvement Plan to include the requested amendments detailed in Section 4.2 of the minutes.	Complete
5.1.1	BH	Amend the 'Governor Training & Development Programme' document to: <ul style="list-style-type: none"> Remove reference to online essential training courses for 'Safeguarding & Prevent' and 'Diversity, Equity, Inclusion & Belonging'. Remove reference to the 'Smartlog' system and replace with the wording '<i>On the rare occasions where training may need to be completed online for unique or specialist content, appropriate access would be provided</i>'. 	Complete
5.2.1	BH	Update 'Individual Governor Training Plans' to reflect the requested amendments detailed in Section 5.2 of the minutes.	Complete
5.2.2	BH	Cascade finalised 'Individual Training Plans' to all Governors, along with a copy of the 'Governor Training Programme' document.	Complete
5.3.1	BH	Update the 'Governor Visits Programme (2024-25)' to reflect the requested amendment detailed in Section 5.3 of the minutes.	5 th December 2024
5.4.1	BH	Update the 'Calendar of Events for 2024-25' to reflect the requested amendment detailed in Section 5.4 of the minutes.	Complete
5.4.2	BH	Cascade the 'Calendar of Events for 2024-25' to Governors.	Complete
6.2.1	BH	Update the 'Governance Position Paper' to reflect the requested amendments detailed in Section 6.2 of the minutes.	Complete
10.2.1	BH	Update the 'Annual Report of the Governance, Performance & Reputation Committee for 2023-24' to reflect the requested amendments detailed in Section 10.2 of the minutes.	Complete
14.1.1	LC	Update the Deputy Principal role description to amend 'Diversity, Equity & Inclusion' to 'Diversity, Equity, Inclusion & Belonging'.	5 th December 2024
15.3.1	BH	Update the Governor Visits Policy to indicate a point of contact that Governors should notify ahead of participating in a college visit.	Complete