

Governance, Performance & Reputation Committee MINUTES

Date	6 th February 2025	Time	15:00-17:00
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Venue	Room EC205 – ECAT House, Eastbourne Campus
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Chair	Priscilla Kendall
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Membership: Priscilla Kendall (Committee Chair), Becky Cooke (Committee Vice Chair), Ian Mehrtens
In Attendance: Rebecca Conroy (CEO & Principal), Belle Howard (Director of Governance – <i>minutes</i>)

Quorum: The meeting was quorate throughout.
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Apologies: None

#	Item	Action
1)	WELCOME & APOLOGIES 15:10 1.1 The Governance, Performance & Reputation (GP&R) Committee Chair opened the meeting at 15:10 with a warm welcome to colleagues. 1.2 There were no apologies as all participants were in attendance.	
2)	DECLARATIONS OF INTEREST 15:11 2.1 The Chair of the Board declared an interest related to 'Item 5.3: Annual Chair of the Board Review – Proposed Approach'.	
3)	MINUTES OF LAST MEETING 15:12 3.1 Approval <ul style="list-style-type: none"> Governors considered the minutes of the meeting on 23rd October 2024. Governors agreed that the minutes were a true and accurate record. 3.2 Matters Arising <ul style="list-style-type: none"> Governors noted that all actions from the last meeting had been successfully completed. 	

Board & Committee Membership/Succession Planning

4)	MEMBERSHIP & SUCCESSION PLANNING 15:13 4.1 Current Terms of Office & Succession Planning <ul style="list-style-type: none"> The Director of Governance shared the following update: <ul style="list-style-type: none"> A Student Governor recruitment campaign was currently underway at the Hastings & Ore Valley campus, which was due to complete by 28th February 2025. 	
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	<ul style="list-style-type: none"> ○ First terms of office were due to expire in 2025 as follows: <ul style="list-style-type: none"> ▪ Becky Cooke and Priscilla Kendall – 14.09.2025 ▪ Kirsty Reid and Jack Woodgate – 15.10.2025 ○ The GP&R Committee remained under resourced, so options for extending its membership were pending. ○ Early succession planning was underway for the Chair of the Board role and a recruitment campaign for a Chair Designate would soon need to commence to enable a suitable handover lead time. ● A brief Governor discussion occurred, which focussed upon the following: <ul style="list-style-type: none"> ○ Capacity – consideration of committee membership for a Staff Governor, (who was currently a member of two committees), particularly with regards to the potential impact on their ongoing availability. ○ Chair of the Board Recruitment – it was proposed that Peridot Partners lead the recruitment process, given their success rate during last year’s Governor recruitment campaign. In order to achieve a 1-year handover period, this process would commence from the Summer Term, particularly as more than one round may be necessary. ● Action 4.1.1 – Contact the four identified Governors to explore their appetites and capacity for undertaking a second term of office. ● Action 4.1.2 – Contact the proposed Independent Governor to explore their interest in joining the GP&R Committee membership. ● Action 4.1.3 – Share a copy of the Chair Role Description with the Chair of the Board and GP&R Committee Chair to enable an initial review. 	<p>BH</p> <p>IM</p> <p>BH</p>
Board Effectiveness		
5)	<p>GOVERNANCE REVIEW & IMPROVEMENT</p> <p>15:19</p> <p>5.1 Governance Improvement Plan – Progress Update & Format Review</p> <ul style="list-style-type: none"> ● The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ Following the launch of a redesigned Governance Improvement Plan (GIP) in December 2022, a review had been undertaken to assess its impact and value add as a format and approach moving forward. ○ The associated paper outlined a broad range of actions and initiatives that had successfully been completed, as overseen by the Board and its committees. ○ The current GIP had adopted a similar format for 2024-25. Feedback was invited from the GP&R Committee to determine whether the plan remained fit for purpose. ● The following discussion then occurred: <ul style="list-style-type: none"> ○ Whilst the format of the GIP remained effective, further consideration was needed to maximise levels of engagement, accountability and strategic oversight by the Board. 	

- To that end, it was proposed that a comprehensive paper be drafted for those focus areas with a RAG rating of Amber (or Red), with a view to focus on one area per meeting. This approach would enable a more substantial update on the action taken and thereby facilitate in-depth and strategic discussion by the Board.
- Governors identified ‘**College Reputation & Community Engagement**’ as the GIP deep dive topic for the next Full Board meeting, with an update to be shared by the CEO & Principal.
- Similarly, the GP&R Committee Chair would share an update on the approach moving forward for monitoring and oversight of the GIP.
- **Action 5.1.1 – Draft a paper on the ‘College Reputation & Community Engagement’ Governance Improvement Plan focus area, with a view to stimulate deeper discussion at the Full Board meeting on 31st March 2025.**

RC/BH

5.2 Annual Governor 1:1 Conversations

- The Chair of the Board shared the following update:
 - No significant themes had arisen as output of conversations with Governors, with the exception of ‘time’. Some Governors had raised issues that were specific to their individual needs or circumstances.
 - Overall, Governors were both engaged and encouraged by the good practice demonstrated by the Board and its strong relationships with the Executive Team.
 - It had not been possible to meet with a Student Governor, due to two vacancies and a resignation at the point that the exercise was due to be undertaken.
 - There had been two instances where Governors had expressed interest in developing their knowledge of either the College’s curriculum provision or the financial framework, and they were signposted accordingly.
- Governors noted the associated paper, and the following discussion then occurred:
 - The need to undertake a governor survey on meeting preferences was identified.
 - The skills and experience of the Board’s membership had ensured that Governors were able to both meaningfully and strategically support the Executive Team.
 - Moving forward, it would be important to consider the capacity of the Executive Team, ideally through rationalising the volume of meeting papers, whilst continuing to ensure effective decision making, monitoring and oversight.

5.3 Annual Chair of the Board Review – Proposed Approach

- The Director of Governance outlined the following proposed approach:
 - A simplified (in-house) survey approach was proposed for 2024-25, to include 12-15 questions, as a subset of the 38 questions that made up the prior Annual Chair Review survey.
 - This approach would include feedback from the 7 newest Independent Governors, who did not participate in the last survey, as they were too new to role and who now made up a significant proportion of the Board’s membership.

- A summary report would be produced as output of the review and shared with the Chair for initial reflections and comments. It was proposed that the GP&R Committee Chair then meet with the Chair of the Board to discuss the survey results.
- Governors suggested the following amendments to the proposed survey questions:
 - **Include the question** – *(8) Steers the College to achieve its objectives effectively and manage relationships to ensure Board activities are at a strategic level.*
 - **Exclude the following questions:**
 - *(16) Builds effective working relationships with the CEO & Principal.*
 - *(17) Builds effective working relationships with the Director of Governance.*
 - *(35) Ensures Governors have access to appropriate learning & development opportunities.*
 - *(36) Leads the process of implementing actions/learning from training, reflections, external reviews and other activities to positively impact the Board and the College.*
- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the proposed approach for the Annual Chair Review, subject to the agreed amendments.**

5.4 Annual Board Self-Assessment Review Approach

- The Director of Governance directed participants to the associated paper, which proposed that the annual Board self-assessment process include the following activities:
 - Self-Assessment Surveys
 - Skills Audit
 - Chair's Annual Review
 - Annual Chair & Governor Conversations (*complete*)
 - Desktop Review of Effectiveness
- The following discussion then occurred:
 - **Desktop Review of Effectiveness** – to be rationalised in the report for 2025-26, to include only essential summary information.
 - **Format** – all surveys to adopt a 'Likert Scale' format, e.g. ranging from 'Strongly Agree to Strongly Disagree', as well as include 'I Don't Know' and 'N/A' responses.
- **RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the proposed approach for the Board Self-Assessment process, subject to the agreed amendments.**

5.5 Committee Delegations & Approvals

- The Director of Governance shared the following update:
 - A meeting had been held with the Chair, Vice Chairs and Director of Governance to identify additional opportunities to further delegate the approval of certain papers, annual reports and policies to Committee level moving forward.

	<ul style="list-style-type: none"> ○ This was with a view to reduce the overall volume of papers and provide additional Board time for strategic discussion. ○ The Director of Governance would now undertake a validation exercise to ensure ongoing compliance and alignment with governance practice, with a view to refresh Committee Terms of Reference in the Spring/Summer terms. ● The following discussion then occurred: <ul style="list-style-type: none"> ○ Consideration would also be given to further rationalising the Cycle of Business, e.g. through combining termly papers into a single paper and consolidating annual reports where possible. <p>5.6 External Review of Governance – 2025/26</p> <ul style="list-style-type: none"> ● The Director of Governance explained that the Board was next due to undertake an external governance review during the 2025-26 academic year. The GP&R Committee would now need to consider the format and approach for this review to enable early planning to commence. ● The following discussion then occurred: <ul style="list-style-type: none"> ○ Governors reflected on the significant cost associated with appointing a dedicated external review provider and challenged whether there had been sufficient value from this process. ○ The Director of Governance noted that as per insights from the AoC, similar themes had consistently arisen from other colleges as output of their reviews, such as levels of Governor engagement in training and the volume of meeting papers. ○ Governors considered the feasibility of leveraging colleagues from FE Sussex networks to facilitate a peer review process by way of an external review. <p><i>Subsequent to the meeting, the Director of Governance clarified that per DfE guidance, peer reviews were not permitted as a mechanism for leading external reviews of governance.</i></p>	
6)	<p>GOVERNOR LEARNING & DEVELOPMENT</p> <p>16:10</p> <p>6.1 New Governor Induction & Mentoring</p> <ul style="list-style-type: none"> ● The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ Induction sessions had been held with the two newly appointed Student Governors for Lewes and Eastbourne. A similar session would shortly be scheduled for the soon to be appointed Student Governor for Hastings & Ore Valley. ○ Unfortunately, there were no remaining AoC/ETF led Student Governor induction training sessions currently planned for the remainder of 2024-25, which represented an extended delay for Student Governors in accessing this training. Feedback had been shared with ETF and AoC at the recent National Governance Professionals Group meeting. 	

	<ul style="list-style-type: none"> ○ Over the last year, the Governor Induction process had been expanded to include: <ul style="list-style-type: none"> ▪ A College specific induction session with the Director of Governance. ▪ Sign-posting to formal Governor Induction training with the AoC/ETF. ▪ Arranging buddy/mentoring relationships for all new Governors. ▪ Committee Chair led overviews pre and post Committee meetings to review meeting agendas/papers and respond to any questions. ▪ Introductory overviews with the Executive Team. ▪ Ad hoc support from the Director of Governance as needed, particularly for new Staff and Student Governors in drafting their Board reports. ○ Moving forward, a survey would be undertaken with all Governors appointed within the last 12-18 months to gather feedback on their induction experiences. 	
7)	<p>REVIEW OF THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE 16:12</p> <p>7.1 The Director of Governance directed participants to the associated paper, noting that there were robust safeguards in place to ensure their independence and that there had been no significant changes since the prior year.</p> <p>7.2 Governors noted the paper.</p> <ul style="list-style-type: none"> • RESOLUTION – The GP&R Committee agreed to recommend Board approval of the arrangements in place to ensure the independence of the Director of Governance. 	
8)	<p>NATIONAL POLICY, LEGISLATIVE DEVELOPMENTS & GOVERNANCE BEST PRACTICE UPDATE 16:13</p> <p>8.1 The Director of Governance referenced the associated guidance paper, which included a number of key updates from the broader FE sector for Governor consideration.</p> <p>8.2 Governors noted the associated paper. The following discussion then occurred:</p> <ul style="list-style-type: none"> • Ofsted Framework – there had been a recent press release from the DfE titled ‘Ofsted sets out proposals for fairer education inspections and new, more detailed report cards’, published as of 3rd February 2025. • Salary Approvals – concerns had been raised across the South East, further to the extended delays in colleges receiving DfE permission to hire senior staff on salaries of £150,000+. 	
Strategic Items		
9)	<p>REPUTATION & BRAND UPDATE 16:15</p> <p>9.1 The CEO & Principal directed participants to the associated paper and shared the following update:</p> <ul style="list-style-type: none"> • The recent Ofsted inspection had resulted in a ‘Good’ overall judgement and ‘Strong’ grading for Skills (subject to quality assurance and review). This represented a positive endorsement of the College from numerous external stakeholders and partners. This would also likely generate a variety of new partnership opportunities for the College. 	

	<ul style="list-style-type: none"> Consequently, a new strapline titled “Good & Strong” was currently under development by the Marketing & Communications Team. Additionally, the College continued to extend its work with local schools, particularly in strengthening links and supporting effective transition processes. To that end, the CEO & Principal had participated in a local event to meet leaders from all 11-18 schools within the local area. A new Director for Inclusion & SEND had also recently been appointed and a key aspect of their role would be to deepen and extend relationships with local schools. 	
10)	ESCG STRATEGIC PLAN 16:19 10.1 The CEO & Principal shared an update on the following areas: <ul style="list-style-type: none"> Launch – a provisional date of 25th April 2025 had been identified to formally launch the Strategic Plan. This would be held at the Ore Valley campus, with a view to combine this with the forthcoming launch of the new Institute of Technology facility at that site. Student Friendly Strategic Plan – a ‘<i>strategic plan in a page</i>’ document was currently being developed to maximise student engagement with the College’s key strategic priorities. 	
Performance & Remuneration		
11)	SENIOR POST HOLDERS/SENIOR LEADERS 16:21 A confidential discussion then occurred.	
Policies & Key Documents		
12)	POLICIES 16:33 12.1 New Governor Mentoring Policy <ul style="list-style-type: none"> The Director of Governance advised that as per the Policy Change Summary Sheet, there had only been minimal formatting and grammatical changes to the policy. RESOLUTION – The Governance, Performance & Reputation Committee agreed to approve the New Governor Mentoring Policy. 	
Close		
13)	ANY OTHER BUSINESS 16:33 13.1 The following discussion then occurred: <ul style="list-style-type: none"> The CEO & Principal advised that the recent staff induction survey had indicated that 94% of new starters were proud to work at the College. Governors noted this highly positive result. The Chair of the Board reflected that all committees would need to consider the implications arising from the recent Government decision to proceed with devolution in the Sussex area. 	

	<ul style="list-style-type: none"> ○ Action 13.1.1 – Include ‘Implications of Devolution’ as a cross-committee referral item on all Board and Committee agendas in the Spring Term. 	BH																											
14)	DATE OF NEXT MEETING 16:35 14.1 Governors noted that the next meeting had been scheduled for 13th May 2025, 15:00-17:00.																												
15)	LIVE COMMITTEE SELF-ASSESSMENT 16:36 15.1 Two survey responses were received from GP&R Committee Members: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">#</th><th style="width: 65%;">ASSESSMENT QUESTION</th><th style="width: 30%;">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;">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 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: orange;">50% – Yes 50% – Partially</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;">50% – Yes 50% – 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.	Were 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?	50% – Yes 50% – Partially	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?	50% – Yes 50% – N/A	8.	Any comments or suggestions?	None	
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8.	Any comments or suggestions?	None																											
16)	CLOSE 16:37 16.1 The meeting closed at 16:37.																												

Actions Summary

Item	Owner	Action	Due Date
4.1.1	BH	Contact the four identified Governors to explore their appetites and capacity for undertaking a second term of office.	Complete
4.1.2	IM	Contact the proposed Independent Governor to explore their interest in joining the GP&R Committee membership.	Complete
4.1.3	BH	Share a copy of the Chair Role Description with the Chair of the Board and GP&R Committee Chair to enable an initial review.	Complete
5.1.1	RC/BH	Draft a paper on the ‘College Reputation & Community Engagement’ Governance Improvement Plan focus area, with a view to stimulate deeper discussion at the Full Board meeting on 31st March 2025.	Complete
13.1.1	BH	Include ‘Implications of Devolution’ as a cross-committee referral item on all Board and Committee agendas in the Spring Term.	Complete