

Search, Performance and Remuneration Committee MINUTES

Date	10 th June 2022	Time	14:00-16:00
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Venue	Virtual Meeting – Zoom
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Chair	Priscilla Kendall
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<p>Membership: Priscilla Kendall (PMK) – Committee Chair, Ian Mehrtens (IM) – <i>Ex-officio for P&R</i>, Catherine Manning (CM)</p> <p>Attendance: Rebecca Conroy (RC) – CEO & Principal, Belle Howard (BH) – Director of Governance, <i>minutes</i>, Lauren Crawley (LC) – Director of People, <i>P&R elements as required</i></p>

Quorum: The meeting was quorate throughout.
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Apologies: None

#	Item	Action								
1)	<p>WELCOME & APOLOGIES 14:02</p> <p>1.1 The Chair opened the meeting at 14:02 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 Chair advised that the order of the meeting would be slightly adjusted to enable the Director of People to exit the meeting after the Senior Post Holders section of the agenda had been covered.</p>									
2)	<p>DECLARATIONS OF INTEREST 14:03</p> <p>2.1 There were no new declarations of interest received.</p>									
3)	<p>MINUTES OF LAST MEETINGS 14:04</p> <p>3.1 Approval</p> <ul style="list-style-type: none"> Governors considered the minutes from the last meeting on 9th March 2022. Governors agreed that the minutes were a true and accurate record of what was discussed. <p>3.2 Matters Arising</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Item</th> <th>Owner</th> <th>Action</th> <th>Due Date</th> </tr> </thead> <tbody> <tr> <td>3.1.1</td> <td>BH</td> <td>Update the SPR meeting minutes of 13th January 2022 to reflect the corrections outlined by Governors.</td> <td style="color: green;">Complete</td> </tr> </tbody> </table>	Item	Owner	Action	Due Date	3.1.1	BH	Update the SPR meeting minutes of 13th January 2022 to reflect the corrections outlined by Governors.	Complete	
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4.1.1	IM/DS	Ask Committee Chairs to consider and approach Co-opted Governor members, with a view to explore willingness to transition into an Independent Governor role.	Complete
4.1.2	BH	Explore options for retaining participation and engagement for AC (Student Governor) on the Board post the end of their term of office.	Complete
4.1.3	BH	Conduct a review of the Standing Orders/Instrument & Articles documents and if necessary, propose amendments to enable greater flexibility in the terms of office for Student Governors.	Complete
4.1.4	BH	Review and update Board Composition document, e.g. to include newly appointed Student Governors – LS and JC-L and remove DS as College Officer.	Complete
4.4.1	BH	Liaise with RC to confirm the process for initiating the Staff Governor recruitment process.	Complete
5.1.1	RC	Make enquires about the performance benchmarking methods adopted by other colleges across the Southeast region.	Complete
5.1.2	BH	Initiate the Board self-assessment process, to include an online skills audit, Board effectiveness and Committee effectiveness surveys.	Complete
5.2.1	IM/BH	Review and rationalise the Governance Improvement Plan, with a view to share with Governors at the next SP&R Committee meeting.	Pending
6.2.1	RC	Update the performance management objectives for the Deputy Principal to include SMART language, include an additional objective related to developing the education and quality plan to 'outstanding' and further engagement with local networks.	Complete
7.1.1	BH	Draft SP&R Committee meeting dates for 2022-23 and distribute to committee members for consideration.	Complete

- Participants noted the following additional comments regarding the above actions:
 - **Item 5.1.1** – RC advised that she had explored performance benchmarking with peers across FE Sussex and noted that colleges in the South East tended to benchmark against national data. However, RC reflected that there could be an opportunity to partner with local colleges to benchmark around specific themes and areas, e.g. Governance. Additionally, RC suggested that there may be value in partnering with colleges further afield in coastal communities, such as East Anglia and Cornwall.
 - **Item 5.2.1** – IM advised that updates to the Governance Improvement Plan (GIP) had been deferred to the Summer break, with a view to leverage output from the recent Board Self Review activity to inform content, format and key priorities. IM also advised that the GIP would be aligned to the core elements of the college's strategic plan. IM reflected that the output of this exercise would inform the approach for the External Governance Review planned for 2022-23. PMK expressed interest in participating in this activity.

4)	<p>SENIOR POST HOLDERS 14:07</p> <p>A confidential discussion occurred.</p>	
5)	<p>MEMBERSHIP & SUCCESSION PLANNING 14:42</p> <p>5.1 Vice Chair Nominations</p> <ul style="list-style-type: none"> • IM directed participants to the supporting paper and shared the following update: <ul style="list-style-type: none"> ○ As per the last Board meeting, it had been proposed and agreed that two Vice Chair roles be established on the Board. As such, it was important for the roles/responsibilities to be clearly defined and ideally reflect the structure of the Executive Team, with oversight of the following areas: <ul style="list-style-type: none"> ▪ Curriculum & Student Experience ▪ Resources & Operations ○ Per the cover paper, it was customary for the Chair to select their preferred candidates for the Vice Chair role(s) and propose these to the Board. ○ It was important to ensure that there was a strong and effective working relationship between the Chair and Vice Chair(s), with a balance between collaboration and diversity of thought. ○ A supporting appendix had been included with the cover paper, outlining the Vice Chair job description and person specification. ○ IM proposed that the SP&R Committee recommended nominate the following candidates, ahead of the next Board meeting: <ul style="list-style-type: none"> ▪ Vice Chair, Curriculum & Student Experience – Priscilla Kendall ▪ Vice Chair, Resources & Operations – Graham Cook ○ Both nominees had varied knowledge and expertise that directly aligned to these roles, as detailed in the cover paper and restated below: <p><i>Vice Chair (Curriculum & Student Experience): Priscilla Kendall</i></p> <p><i>Priscilla has had a career in Further Education, teaching finance primarily and has been Head of HE in a college. She currently Chairs the SP&R committee and is Vice Chair on the Finance Committee. It is intended that she carries on with these roles, although some consideration should be given as to whether she stands down from one committee, in order to join the Curriculum & Standards Committee.</i></p> <p><i>Vice Chair (Resources & Operations): Graham Cook</i></p> <p><i>Graham is an experienced construction project manager, working extensively with the FE and HE sectors and also local authority, principally and importantly Eastbourne & Lewes District. Graham currently chairs the Capital Development Board and Eastbourne Local Board. It is intended that he continue with these Committees/Boards.</i></p> 	

- IM also noted that this proposal ensured a balance of skills, genders and perspectives in these key roles on the Board.
- **CM asked – Is this approach in line with the selection process for the Vice Chair role(s)?** IM reflected that it was important to ensure synergy within the triumvirate of the Chair and two Vice Chairs, noting that it was important for these relationships not to inhibit discussion and debate. As a consequence, it had become customary for the Chair to select their preferred candidates and for these to be proposed to the Board. IM confirmed that the I&A's were silent on the selection process, only indicating that they shall be appointed by the members of the Corporation.
- **RESOLUTION: The SP&R Committee agreed to recommend to the Board that Priscilla Kendall and Graham Cook be appointed as the two Vice Chairs to the Corporation, for a period of two years, as outlined in the I&As.**

5.2 Independent Governor Recruitment

- Since the issuing the supporting papers for this item, IM advised that Averil Price (AP) had resigned from the Board as an Independent Governor with immediate effect, explaining that she was moving away from the local area to Wales.
- The DoG explained that consequently, this had implications for membership of the ARaC Committee, particularly with regards to quoracy for the next meeting on 20th June 2022.
- BH noted that CD had expressed interest in joining the ARaC committee, so were he successful in his application to role as an Independent Governor, the appointment process would need to be expedited ahead of the next meeting of the Full Board.
- BH explained that further to AP's resignation, there were now 6 Independent Governor vacancies on the Board. BH outlined the following recruitment approach:
 - Where appropriate, existing Co-opted Governors would be invited to apply for Independent Governor roles on the Board.
 - A simplified application process had been developed, to include a short Expression of Interest Form and the completion of a skills audit survey.
 - Applications were received from the following current Co-opted Governors:
 - Aly Coleman – Curriculum & Standards Committee
 - Charles Dudley – Capital Development Board
 - Sue Maynard – Capital Development Board
- **RESOLUTION: The SP&R Committee agreed to recommend to the Board the appointment of Aly Coleman, Charles Dudley and Sue Maynard as Independent Governors by written resolution.**
- BH outlined the proposed external recruitment approach for the remaining Independent Governor vacancies, which included a draft job advert and a range of potential channels to promote these vacancies.
- IM reflected that the section on diversity in the draft job advert was well worded and directly aligned to the equity, diversity and inclusion (EDI) objectives of the Board.

- **RESOLUTION: The SP&R Committee approved the proposed external recruitment strategy for the remaining Independent Governor vacancies.**

5.3 Staff Governors Election Process

- BH explained that there was currently a variance between the I&A and Standing Orders regarding the number of Staff Governors that could be appointed to the Board, in that the I&A allowed up to four Staff Governors, but the Standing Orders had limited this to just two.
- **BH advised that per the appendices, the Standing Orders therefore needed to be amended to reflect that up to four Staff Governors may be elected.**
 - **RESOLUTION: The SP&R Committee agreed to recommend the updated Standing Orders to the Board for approval.**
- Additionally and as outlined in the cover paper, the DoG recommended the following approach:
 - To enable representation across all three campuses, it is proposed that three (rather than two) Staff Governors be appointed following a staff election process.
 - To ensure representation from each campus, it is proposed that each of the three campuses individually elected up to one Staff Governor – either a member of teaching staff or support staff.
- BH noted, however, that there was a risk that a balance of teaching and support Staff Governors may not be achieved – it is possible (though not likely) that just one staff member type may be elected across all three campuses.
- **CM considered the election process and asked – can we achieve diversity in the Staff Governor vacancies?** IM noted that historically one academic and one support Staff Governor had been appointed. However, this had not enabled the nuances of each campus to be reflected on the Board. As the I&A allowed for up to four Staff Governors, there remained an option to appoint a further Staff Governor, if a balance of staffing types had not otherwise been achieved from a campus level specific election process, so that diversity of thought could be preserved.
- IM also advised that campus briefings had been planned in the Summer Term and would be used to promote the staff vacancies. Similarly, the trade unions (Unison and UCU) would be leveraged to promote the vacancies as well. That said, IM acknowledged that there was limited diversity in the staffing population, which made it difficult to achieve breadth from an EDI perspective.
- Additionally, RC advised that she would assist efforts to promote the Staff Governor vacancies through staff newsletters, briefings, Think Tanks etc.
- IM suggested that it may be helpful to include a letter from the Chair of the Board to staff to help promote these vacancies.
 - **Action 5.3.1 – Draft a cover letter from the Chair of the Board to supplement the Staff Governor Nomination Form, with a view for this to include the diversity paragraph from the Independent Governor job description.**

IM

	<ul style="list-style-type: none"> • RESOLUTION: The SP&R Committee agreed to approve the proposed Staff Governor election process. <p>5.4 Committee Membership 2022-23</p> <ul style="list-style-type: none"> • Governors noted the Committee Composition paper (Appendix A), which now needed to be amended to reflect the proposed appointment of the new Independent Governors and the resignation of AP from the Board. <ul style="list-style-type: none"> ○ Action 5.4.1 – Update the Committee Composition document to reflect the latest membership and include as a paper at the next Full Board meeting. 	BH
6)	<p>GOVERNANCE PERFORMANCE, REVIEW & IMPROVEMENT 15:02</p> <p>6.1 Board Self Review</p> <ul style="list-style-type: none"> • Governors considered a comprehensive pack of papers that outlined the key findings from the following 2021-22 Board Self Review process activities: <ul style="list-style-type: none"> ○ Skills Audit Survey ○ Board Self-Assessment ○ Committee Self-Assessment • The DoG provided the following summary update on the Skills Audit results: <ul style="list-style-type: none"> ○ 67% response rate to the survey. ○ Comprehensive EDI data was gathered and an anonymised summary was reported. ○ Highest Scoring Areas: <ul style="list-style-type: none"> ▪ Corporate & Strategic experience ▪ Chairing a Board/Committee ▪ Change Management ▪ Interrogating data and reporting information at a strategic level ○ Lowest Scoring Areas: <ul style="list-style-type: none"> ▪ Legal Expertise ▪ Knowledge & Understanding of Apprenticeships ▪ Leadership of a large commercial organisation ▪ Experience in Small & Medium Sized Enterprise ○ Priority Governor training opportunities identified were: <ul style="list-style-type: none"> ▪ Funding Methodology ▪ College Finances ▪ Special Educational Needs ▪ Legal & regulatory framework of the Board ▪ Property Disposals • IM observed that Governors appeared to have approached completing the skills audit differently, with some Governors scoring themselves more severely than others. 	

- The DoG provided the following summary update on the **Board Self Assessment** results:
 - 50% survey response rate.
 - 11 questions had seen improved results year on year, in the areas of decision making, compliance, collaboration between Governors and the Executive Team, financial efficiency and ensuring effective leadership. Some improvements in results have been particularly marked.
 - 6 questions had seen a drop in results year on year, in the areas of ensuring best practice self-evaluation, access to effective governor induction/ development and ensuring clear linkages between agendas, papers and college priorities. Additionally, papers were not sufficiently clear and focused.
 - 5 questions had stayed the same, though four of these had been assessed as areas of strength. Leveraging student voice in Board decision making continues to be a particularly low scoring area year on year.

- IM noted that the picture had improved overall year on year, with further work particularly needed related to Student Voice. This would ideally be addressed via the Local College Boards moving forward.

- The DoG highlighted that there had been a notable drop in results related to Structures, particularly with regards to clarity and strategic linkages in agendas/supporting papers, as well as Governor access to quality induction processes. The DoG reflected that this may partly be due to the extended period without a Director of Governance this academic year. The DoG also reiterated the need for further work to ensure governance papers were succinct and targeted. [Governors agreed.](#)

- IM also suggested that some of the more recently appointed Governors may not have had the opportunity to obtain a full understanding of the Corporate plan and strategic priorities. IM suggested that by aligning the Governance Improvement Plan to the college's strategic priorities, this could address this area.

- The DoG provided the following summary update on the **Committee Self Assessment** results:
 - 26 survey responses were submitted, made up of 17 Independent Governors and 1 Staff or Student Governor.
 - 8 respondents did not indicate their Governor type.
 - Across all committees, Student Voice and linkages to decision making was indicated as a development area.

6.2 External Reviews of Governance Update

- The DoG explained that the [latest guidance from the DfE](#) on external reviews of governance, outlined the purpose and benefits of external governance reviews and how to approach them. The guidance:
 - Identifies what a review should achieve.
 - Explains how to prepare for and approach a review.
 - Details requirements for selecting a suitable reviewer.

- CM advised that the ETF would be offering a Board External Review package and offered to share further details on costs and process.
- IM suggested that pre-planning work was first needed to determine whether the college should utilise an organisation like the ETF or explore other options, such as a review led by the Cornwall College Group, which as a coastal college, likely had a similar demographic of staff and students.
- The DoG advised that the DfE Guidance prohibited peer or auditor led external reviews of Governance. IM noted this, however, reflected that their suitability was dependent on the definition of 'peer review'. Further investigation was therefore needed.
- IM reflected that one option could be to conduct a peer review as a forerunner to a full external governance review.

6.3 Governance Improvement Plan (GIP)

- IM restated that a review of the GIP would be prioritised during the summer break and reflected that it may be necessary to start afresh, rather than update the existing document.
- IM reiterated the need for this to be aligned to the strategic plan, to ensure a targeted approach to managing governance improvement. Additionally, it will be important to ensure linkages to the strategic plan in Board and Committee agendas moving forward.
 - **Action 6.3.1 – Schedule a meeting with IM/RC/PMK over the summer break to develop a new approach and format for the Governance Improvement Plan.**

BH

6.4 Governor Attendance

- The DoG directed Governors to the 'Governor Attendance, Training Involvement and Evaluation' paper and shared the following update on attendance:
 - 8% drop in Board attendance primarily driven by low levels of engagement from two Student Governors (25% attendance rate) and 1 Independent Governor (60% attendance rate).
 - 20% drop in ARaC attendance levels as a result of 50% attendance rate for two Governors.
 - 15% drop in C&S attendance due to 0% attendance rate for 1 Governor and 50% attendance rate for two Governors.
 - 18% drop in Hastings LCB attendance levels due to 0% attendance rate for 1 member and 50% attendance rate for 2 members.
- IM reflected that levels of student engagement in both Committees and Board meetings was directly linked to the additional work needed around Student Voice.
- BH noted that further to her recent alignment conversations with other governance professionals, student engagement remained a challenging area within the FE sector.

- BH noted that student induction sessions had yet to be held for the newest Student Governors, pending contact being successfully made with one student, but advised that an individual induction session would be scheduled instead. BH also noted that as an experienced and highly engaged Student Governor, AC, had offered to support this process.
- RC reflected that Student Governor engagement had historically been inconsistent and also noted that governance meetings could feel quite intimidating and overwhelming for newly appointed Student Governors.
- RC suggested that moving forward, the recruitment process needed to provide greater clarity on the roles and responsibilities of Student Governors. **Governors agreed.**
- RC also suggested that there may be value in targeting mature/adult Student Governors to join the main Board. IM reflected that in contrast, younger student input could be encouraged via Student Councils and Local College Boards. **Governors agreed, noting that LCBs were more accessible and often more relevant to younger students.**

6.5 Governor Impact

- The DoG summarised the following key findings from the Governor Impact Log, which assessed levels of Governor engagement, discussion, scrutiny and challenge, as evidenced in meeting minutes:

	ESCG Board	ARaC	Finance	C&S	P&C	SP&R
Overall Governor Impact Level	Medium	High	High	Medium	High	High

- BH noted that:
 - **Board** – 8 Governors assessed as low/no impact, 2 medium and 6 high.
 - **ARaC** – 1 Governor assessed as medium impact and 4 high.
 - **Finance** – 1 Governor assessed as medium impact and 4 high.
 - **C&S** – 1 Governor assessed as no impact, 2 medium and 2 high.
 - **P&C** – All Governors assessed as high impact.
 - **SP&R** – All Governors assessed as high impact.
- IM noted inconsistencies in levels of engagement for some Governors at committee meetings, compared to Full Board, with this often being lower at Full Board. IM suggested that this may be due to the following reasons:
 - Governors may be more vocal in committee meetings, given discussions were often linked to their specific knowledge/expertise.
 - Board meetings tend to be very Chair led and intensive, with less time for exploratory discussion.
 - The structure of Board agendas/papers may not encourage as much debate as committee meetings.
- The DoG also noted that several governance professionals had serviced the Board in 2021-22, so there were variances in the level of detail in meeting minutes, which may not consistently reflect Governor engagement, discussion and challenge.

- CM suggested that further reflection may be needed to explore opportunities for driving higher levels of Governor engagement at Full Board meetings. CM noted that it was generally more difficult to meaningfully input at these meetings, given the higher number of participants in attendance and large amount of business to discuss.
- PMK reflected that some Governors may have chosen to contribute their specific insights during Committee meetings, rather than at Board meetings, noting that their input would have been captured in Committee minutes.

6.6 Governance KPIs & Training Evaluation

- BH highlighted the following results:

METRIC	RESULT	COMMENTS
% Board members value annual chair meeting	-	1:1s deferred to December 2022, as Chair has been newly appointed.
% governors completed mandatory training	44%	Average 2021-22 YTD. Some Governors had not been properly set up on the Smartlog system, which has since been addressed and Governors were being encouraged to complete this ASAP.
% Board members feel engaged with the college	-	Governor survey required to assess this.
% Would recommend the college to friends & family	-	Governor survey required to assess this.
% Staff feel the Board add value	-	Staff survey required to assess this.
The Board represents the demographics of East Sussex	-	Demographic data to be sourced from HR
% BoardPacks fewer than 100 pages	48%	Average 2021-22 YTD
% of papers distributed 7 calendar days	84%	Average 2021-22 YTD
% minutes circulated within 15 working days	85%	Average 2021-22 YTD

- BH explained that Governors had historically been asked to return their Training & Activity Record to the DoG on a quarterly basis.
- However, due to a protracted period this academic year without a DoG in post, these records have lapsed, with only one Governor having returned their form in the Spring Term.
- BH advised that the ETF/AoC had been contacted to request a summary reports on Governor training activity this academic year, in order to supplement these records (pending).
- Governors would be encouraged to send through Training & Activity Records during the Summer Term.
- BH suggested that consideration be given to the value of some KPI metrics as a meaningful assessment of governance effectiveness and suggested that alternatives should be considered, e.g. '*% would recommend the college to friends and family*'.

- Governors agreed and IM suggested that this could be explored when developing the GIP.

6.7 Board/Committee Effectiveness Evaluation

- The DoG explained that a desk top exercise had been conducted for each committee and the full Board, in consideration of the following areas:
 - **Membership** – whether all meetings were quorate and whether membership was in line with the terms of reference/Standing Orders.
 - **Live Meeting Assessments** – how Governors had assessed the impact and effectiveness of governance meetings.
 - **Meeting specific Governance KPIs** – whether meeting papers were less than 100 pages and whether minutes were circulated within 15 working days.
 - **Cycle of Business Coverage** – the extent to which meetings were structured in line with the agenda items outlined in the governance cycle.
- The DoG noted the following results regarding the Cycle of Business coverage in 2021-22:

Committee	Autumn Term	Spring Term	Average
Board	56%	55%	55%
ARaC	40%	67%	60%
Finance	100%	88%	94%
C&S	67%	67%	67%
P&C	71%	67%	69%
SP&R	100%	67%	84%

- The DoG shared the following reflections:
 - There had been several instances where agenda items (particularly policy reviews) were deferred for all committees, some more so than others.
 - That said, there were mitigating factors, such as delays in the availability of the end of year accounts, delays to audit processes and an extended period without a Director of Governance in post.
 - There were instances where a high volume of governance business meant that the breadth of agendas could not be covered in full for some meetings.
 - Papers significantly exceeded 100 pages for multiple meetings, across all committees and the Board.
 - Further work was needed to ensure that papers were concise and specific, with clarity for Governors on key actions and next steps.
- IM commented that this exercise had been a fundamental aspect of the Board self-assessing its effectiveness, which would provide an important data point to the forthcoming external review. **Governors agreed.**
- RC reflected that there had been a degree of culpability for the Executive Team as regards to some of the delays and associated impacts to coverage of the cycle of business for the ARaC Committee in particular.
- CM concluded that the analysis from this exercise followed a thorough and impartial process, which should be conducted on a periodic basis.

	<ul style="list-style-type: none"> • CM also noted that it was important for the Board and its Committees to adhere to their cycle of business. As such, this methodology supported a culture of reflection and would provide a key input into the External Review process. • The DoG outlined the following recommendations as output of this review process: <ul style="list-style-type: none"> ○ It is recommended that along with the Terms of Reference, the Cycle of Business be reviewed by each committee to ensure that the timing of certain activities is appropriate, with a view to minimize the risk of items being deferred. ○ It is recommended that a strategy be developed to rationalise the excessive volume of meeting papers, so that Governor pre-meeting preparations can be more efficient and discussions more targeted. ○ It is recommended that particular focus be given to address gaps in coverage of governance business for all Committees/Board, through closer adherence to the Cycle of Business in terms of agenda setting. ○ It is recommended that the membership of the C&S Committee be extended to include Student Governors, in addition to the existing Student Member, to ensure a wider breadth of perspectives on the student experience. ○ It is recommended that the membership of the SP&R Committee be extended to include an additional Independent Governor, to ensure quoracy in the absence of an existing member. • RESOLUTION: The SP&R Committee agreed all of the recommendations outlined in the Board & Committee Effectiveness Evaluation Report. • Governors thanked the DoG for the comprehensive range of reports that had been presented to the Committee for consideration. 	
7)	<p>GOVERNANCE SYSTEM OF RECORD</p> <p>15:39</p> <p>7.1 Replacing BoardPacks</p> <ul style="list-style-type: none"> • BH directed Governors to the paper titled ‘Governance System of Record’ and explained that BoardPacks was due to be decommissioned at the end of 2022. • BH noted that Governors were very familiar with BoardPacks, which produced good quality papers in a user-friendly format. However, BoardPacks had some key limitations, namely: <ul style="list-style-type: none"> ○ The system was labour intensive in terms of the consolidation and administration of papers, particularly in restricting access to certain documents for certain users. ○ The user administration processes were difficult to navigate and manage. ○ BoardPacks had limited document storage functionality, which was not intuitive to search or organise. ○ BoardPacks does not enable virtual meeting software or link to preferred platforms. • BH outlined two alternative options that had been explored, with Option 2 recommended for SP&R Committee/Board approval: 	

- **Option 1 – Board Packs:**
 - This option included an upgrade to BoardEffect at no extra cost (annual price of £8K p.a.), if the contract is renewed with parent company Diligent.
 - Some of the disadvantages of BoardPacks have been addressed. However, the key limitation is the labour-intensive process for managing meeting papers.
 - Additionally, BoardEffect had limited functionality for consolidating Governor comments/feedback on key documents, which is increasingly a priority need for the Board to ensure a more efficient approach in the review and approval of policies and key documents.
- **Option 2 – Diligent Boards:**
 - Diligent Boards provides a range of modern governance tools to enable effective collaboration and to extend reach outside of governance meetings.
 - The system was significantly more efficient in the consolidation of governance papers, particularly with regards to restricting access to certain papers for certain users within a single meeting pack.
 - Additionally, Diligent Boards had seamlessly embedded virtual meeting platforms such as Teams and Zoom, so that Governors would access a single system for their governance business.
 - **Cost: £10,250** (based on £250 per user + £2K annual site fee)
- **IM asked – what was the timeframe for transitioning over to the new system of record?** BH advised that the transition would likely occur over the summer, with the new system available in the Autumn Term. However, BoardPacks would continue to be available until the end of December 2022, so could continue to be used until Governor training had been completed.
- **IM asked – is Diligent Boards affordable?** BH confirmed that £10K have been allocated in the budget for 2022-23, so there was sufficient funds available.
- **PMK asked – would training be provided to Governors on the new system?** BH confirmed that the cost included training for all users and the secure transition of existing governance documents into the new system.
- IM reflected that it was important for the new system of record to be efficient and user friendly for the administrators, particularly in the management of confidential papers. [Governors agreed.](#)
 - **Action 7.1.1 – Share a link to the Diligent Boards system demo with SP&R Committee members and run the demo video for the Board during the next meeting on 5th July 2022.**
- **PMK asked – how long would the college be committed to the new system?** BH advised that the contract was renewable on an annual basis.
- **IM asked – does Diligent Boards have an application that is compatible with a range of devices?** BH confirmed that it did.
- **RESOLUTION: The SP&R Committee agreed to recommend the Diligent Boards system to Board for approval, subject to viewing the demo.**

BH

	RC left the meeting 15:48.	
8)	<p>CYCLE OF BUSINESS & GOVERNANCE MEETING PLANNING</p> <p style="text-align: right;">15:48</p> <p>8.1 Principles of Meeting Scheduling</p> <ul style="list-style-type: none"> BH briefly summarised the principles detailed in the cover sheet, which had also been shared during the earlier Chairs Group meeting. It was proposed that meetings be more evenly distributed across each governance cycle, with a view for fewer Committee meetings to occur in the same week and a minimum period between the last committee meeting of each cycle and the meeting of the Full Board. This would reduce the need for meetings to be rescheduled and ensure that meetings could be more readily serviced by the DoG. BH advised that all Board meetings would be held in person, across each of the campuses, where possible. However, Committee meetings would be facilitated virtually, with one face-to-face meeting per annum. IM reflected that the transformation works planned at Lewes and Eastbourne, may restrict the feasibility face-to-face meetings on these campuses over the next few years. <p>8.2 Draft Meeting Schedule & Cycle of Business – 2022-23</p> <ul style="list-style-type: none"> BH explained that in practice, it had not always been possible to adhere to these principles in finalising the meeting dates, but noted that a more measured and consistent approach to meeting scheduling had been achieved. BH confirmed that the finalised dates and cycle of business would be included in the papers for the forthcoming Full Board meeting, for Board approval. CM reflected that early notice of the meeting dates well in advance would make it easier for Governors to plan to attend in person meetings. Governors agreed. 	
9)	<p>POLICIES & KEY DOCUMENTS</p> <p style="text-align: right;">15:53</p> <p>9.1 SP&R Committee Terms of Reference</p> <ul style="list-style-type: none"> BH advised that there had not been any significant changes to the SP&R Terms of Reference proposed. IM noted the need for the committee composition to be consistent across all committees, apart from ARaC. <ul style="list-style-type: none"> Action 9.1.1 – With the exception of the ARaC Committee, ensure consistency in the committee composition description, as detailed in the Terms of Reference for each committee. RESOLUTION: The SP&R Committee agreed to recommend the SP&R Terms of Reference to the Board for approval. 	BH

	<p>9.2 Code of Conduct</p> <ul style="list-style-type: none"> BH advised that Eversheds-Sutherlands had issued an updated version of this model code of conduct document, which had previously been adopted by the Board. IM reflected that it would be helpful to have a summary sheet to understand key changes to policies. BH agreed, though noted that this model policy had been produced by Eversheds-Sutherlands, so advised that it would not be possible in this instance. RESOLUTION: The SP&R Committee agreed to recommend the ‘Code of Conduct for Corporation Members (FEC Version 17)’ for adoption by the Board. <p>9.3 Capability Procedure for Senior Post Holders</p> <ul style="list-style-type: none"> BH advised the Capability Procedure was a AoC model policy, that was not currently in place for ESCG. BH recommended that this therefore be adopted to ensure that their was a full suite of policies in place for senior post holders. RESOLUTION: The SP&R Committee agreed to recommend the ‘Capability Procedure for Senior Post Holders’ for adoption by the Board. 																												
10)	<p>ANY OTHER BUSINESS</p> <p>10.1 There was no further business for discussion.</p>	15:58																											
11)	<p>DATE OF NEXT MEETING</p> <p>11.1 The DoG advised that the date of the next meeting would be confirmed in due course.</p>	15:59																											
12)	<p>LIVE COMMITTEE SELF-ASSESSMENT</p> <p>12.1 Two survey responses were received from Governors, via Google Form:</p> <table border="1" data-bbox="162 1514 1348 1910"> <thead> <tr> <th>#</th> <th>ASSESSMENT QUESTION</th> <th>RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Did the agenda and papers arrive seven days in advance?</td> <td>67.5%</td> </tr> <tr> <td>2.</td> <td>Were the agenda and papers written with clarity?</td> <td>100%</td> </tr> <tr> <td>3.</td> <td>Were the issues considered at the meeting appropriate?</td> <td>100%</td> </tr> <tr> <td>4.</td> <td>Did you have all the information you needed to fully participate in the discussion and decision?</td> <td>100%</td> </tr> <tr> <td>5.</td> <td>Was sufficient time available for thorough debate?</td> <td>100%</td> </tr> <tr> <td>6.</td> <td>Were you satisfied that the decisions were arrived at in a proper manner?</td> <td>100%</td> </tr> <tr> <td>7.</td> <td>Were you able to express your views?</td> <td>100%</td> </tr> <tr> <td>8.</td> <td>Was the meeting chaired effectively?</td> <td>100%</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Did the agenda and papers arrive seven days in advance?	67.5%	2.	Were the agenda and papers written with clarity?	100%	3.	Were the issues considered at the meeting appropriate?	100%	4.	Did you have all the information you needed to fully participate in the discussion and decision?	100%	5.	Was sufficient time available for thorough debate?	100%	6.	Were you satisfied that the decisions were arrived at in a proper manner?	100%	7.	Were you able to express your views?	100%	8.	Was the meeting chaired effectively?	100%	16:00
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13)	<p>CLOSE</p> <p>13.1 The meeting closed at 16:01.</p>																												

Action Summary

Item	Owner	Action	Due Date
4.2.1	LC	Draft and cascade a timetable for the COO selection panel on 6 th July 2022.	1 st July 2022
5.3.1	IM	Draft a cover letter from the Chair of the Board to supplement the Staff Governor Nomination Form, with a view for this to include the diversity paragraph from the Independent Governor job description.	1 st July 2022
5.4.1	BH	Update the Committee Composition document to reflect the latest membership and include as a paper at the next Full Board meeting.	28 th June 2022
6.3.1	BH	Schedule a meeting with IM/RC/PMK over the summer break to develop a new approach and format for the Governance Improvement Plan.	15 th July 2022
7.1.1	BH	Share a link to the Diligent Boards system demo with SP&R Committee members and run the demo video for the Board during the next meeting on 5 th July 2022.	17 th June 2022
9.1.1	BH	With the exception of the ARaC Committee, ensure consistency in the committee composition description, as detailed in the Terms of Reference for each committee.	28 th June 2022