Search, Performance & Remuneration Committee
MINUTES

Date	2nd March 2023	Time	14:00-16:00

Venue	Virtual Meeting – MS Teams

Chair	Priscilla Kendall

Membership: Priscilla Kendall (Committee Chair), Catherine Manning (Committee Vice Chair), Ian Mehrtens, Becky Cooke

Attendance: Rebecca Conroy (CEO), Thomas Parker (RSM – Internal Auditor) – *Item 5 only*, Belle Howard (Director of Governance)

Quorum: The meeting was quorate throughout.

Apologies: None

#	Item	Action
1)	**WELCOME & APOLOGIES** **14:01** 1.1 The Chair opened the meeting at 14:01 with a warm welcome to colleagues. 1.2 There were no apologies as all participants were in attendance.	
2)	**DECLARATIONS OF INTEREST** **14:02** 2.1 The Committee Vice Chair reminded participants that in view of their employment at the Education & Training Foundation (ETF), they would not participate in the forthcoming decision, to appoint reviewers for the external governance review.	
3)	**MINUTES OF LAST MEETING** **14:03** *3.1 Approval* • Governors considered the minutes from the meeting on 28th November 2022. • **Governors agreed that the minutes were a true and accurate record of what was discussed.** *3.2 Matters Arising*	

Item	Owner	Action	Due Date
4.2.1	BH	Target potential Independent Governor candidates from the Lewes area, leveraging suggested local contacts from Gill Short.	**In Progress**

Item	Owner	Action	Due Date
4.2.2	PMK	Approach Becky Cooke to enquire whether she would be interested in joining the SP&R Committee.	**Complete**
5.1.1	BH	Update the Cover Sheet Template to reflect the proposed amendments, with a view to trial the new format in the Spring Term for a limited selection of governance papers, enabling Governors to compare and contrast.	**Complete**
5.2.1	BH	Update the 'Proposed Committees For 2023-24' slide to reflect the changes proposed by Governors, with a view to include as an updated paper ahead of the forthcoming Extraordinary Chairs Group meeting on 30th November 2022.	**Complete**
5.2.2	BH	Conduct an online Governor Survey on proposed changes to the format of governance meetings for 2023-24, with a view to share the results at the 19th December 2022 meeting of the Full Board.	**Complete**
5.3.1	BH	Schedule Introductory ERG Reviewer Meeting with representatives from IoD/ETF. SP&R Committee Members and DoG to be in attendance.	**Complete –** scheduled for 2nd March 2023.
5.4.1	BH	Share the updated draft Governance Improvement Plan with SP&R Committee Members, with a view to source feedback so this could be included as a paper at the forthcoming Full Board meeting on 19th December 2022	**Complete**
6.1.1	BH	Redesign the Governor Learning, Development & Activity Programme to include a simpler, easy to use format for 2022-23.	**Complete**
6.1.2	RC/IM	Send the DoG proposed pre-Board briefing topics for the Spring and Summer Terms (2022-23).	**Complete**
6.2.1	BH	Include 'AoC' and 'FE Sussex' on the list of organisations.	**Complete**
7.1.1	BH	Following a final validation with the CEO & Principal, update the 'AoC Code of Good Governance Compliance Mapping Report' to reflect the amendments agreed with Governors.	**Complete**
7.2.1	BH	Enquire whether the RSM auditors would be able to attend the next SP&R Committee meeting to feedback on the Governance Audit.	**Complete**
13.2.1	BH	Identify an alternative date for the next Search, Performance & Remuneration Committee meeting.	**Complete**

Board & Committee Membership/Succession Planning

4) **MEMBERSHIP & SUCCESSION PLANNING**   14:04

4.1 Independent Governor Recruitment

- Governors considered an expression of interest form that had been received from a potential candidate based in Newhaven, who had extensive cross sector partnership collaboration experience and who was an existing member of the Lewes Local College Board.

- The Director of Governance advised that an interview was currently being scheduled with this candidate, which the Chair of the Board and SP&R Committee Chair would facilitate.

		BH

- o **Action 4.1.1 – Source and share a copy of the curriculum vitae for the potential Independent Governor candidate, with a view to supplement their expression of interest form.** — BH

- Governors noted the need to continue to identify Independent Governor candidates with specific knowledge and networks within the Lewes area. Potential candidates were proposed and considered.

  - o **Action 4.1.2 – Engage directly with prospective Lewes based candidates already known to the college, with a view to explore their interest in applying for a role on the Board.** — BH

- Governors noted the remaining term of office for the Finance Committee Chair (September 2025) and reflected on the need for long range succession planning, to ensure finance specific expertise was retained on the Board.

4.2 Special Interest & Link Governor Roles

- The Director of Governance shared the following update:

  - o FE Colleges were not obliged to appoint Link Governors.

  - o However, the appointment of a Safeguarding Link Governor was strongly recommended and in line with good practice. Gill Short currently performed this role for the college, with Aly Colman already appointed as designate, ahead of Gill's forthcoming departure from the Board (October 2023).

  - o Rather than appoint Link Governors, it was proposed that Governors with particular skills and areas of interest be identified to provide additional advisory support to the Executive Team, and thereby strengthen overall governance practice.

  - o The following possible areas of responsibility had been identified:

    1. **Safeguarding Link Governor** – plays an important role in ensuring oversight and scrutiny of the Safeguarding policy, procedures and practice on behalf of the Corporation.
    2. **Special Educational Needs & Disabilities (SEND)** – to understand the Board's responsibilities under the FE SEND Code of Practice and ensure effective oversight of the SEND provision.
    3. **Health, Safety & Welfare** – to ensure that the Board understands and fulfils its statutory responsibilities and ensures that appropriate policies and procedures are in place.
    4. **Careers & Destinations** – to take a strategic interest in careers education and guidance, as well as encourage employer engagement.
    5. **Equity, Diversity & Inclusion** – to support efforts to eliminate unlawful discrimination, promote equity of opportunity and good relations between people within a diverse community.
    6. **Information Governance** – to ensure that the Board understands and fulfils its statutory GDPR responsibilities and ensures that appropriate policies/procedures are in place.

	• The following discussion then occurred:
	
	   o The Chair of the Board reflected on the need to harness the breadth of Governor skills and expertise, and suggested that identifying special interest areas may result in governors expressing an interest in multiple areas.
	
	   o The Chair of the Board also emphasised the need for Governors to maintain a strategic, rather than operational outlook. As such, it would be important for the CEO & Principal (and the Executive Team) to identify those areas for which this advisory support would be of most value.
	
	   o Governors suggested that the list could be extended to include:
	
	      ▪ **Human Resources** – to include matters related to recruitment, retention, pay, industrial action, wellbeing, people and culture strategy.
	
	      ▪ **Environmental Sustainability** – to support efforts to embed sustainability into all aspects of college life, e.g. curriculum development, student experience, energy usage, capital development projects, etc.
	
	   o The Chair of the Board suggested that as part of the annual Skills Audit exercise, the survey could be extended to canvass special interest areas. Governors agreed.
	
	      ▪ **<u>Action 4.2.1</u> – Facilitate an annual Skills Audit Survey for 2022-23, including specific questions related to special interest areas for Governors.**
		BH

Board Effectiveness		

5)	**GOVERNANCE AUDIT UPDATE** **14:32**
	
	TP joined the meeting at 14:32.
	
	5.1 The Internal Auditor shared the following update:
	
	• The Governance Audit focussed on compliance with the following sections of the AoC Code of Good Governance (September 2021):
	
	   o Strategy & Leadership
	   o Collectively Accountable
	   o Partnership
	   o Environmental Sustainability *(new area)*
	   o Equality, Diversity & Inclusion *(new area)*
	   o Effective Governance Structures
	
	• Per the scope agreed with the Director of Governance, distinction was made between requirements (*'the College must'*) and recommendations (*'the College should or may'*).
	
	• A comparison was also made with the college's self-assessment against the Code of Good Governance. This was largely aligned, but for a few variances, most of which related to recommendations, rather than requirements.
	
	• As such, the Board could take **substantial assurance** that the controls were suitably designed, consistently applied and effective.	

- Overall, the college was generally in-line with levels of compliance across the FE sector for the two new areas of the Code of Good Governance.

- **Findings/Management Actions:**

  - **1 high priority finding/management action** – related to compliance with ESFA's funding and regulatory requirements regarding annual Board approval of sub-contracting arrangements. The associated report to the Board should include contract size and more fully outline the proposed subcontracting arrangements.

  - **3 medium priority findings/management actions** – related to the development of a robust environmental sustainability strategy, associated governance arrangements for ensuring effective oversight and the reporting of progress against measurable targets.

  - **4 low priority findings/management actions**.

  - **5 advisory findings/management actions**.

- The Internal Auditor clarified that whilst the medium priority findings were linked to recommendations (rather than requirements) within the AoC Code of Good Governance, the associated management actions related to the development and oversight of the college's overall strategy. As such, the college would need to invest significant resource to establish and manage a robust environmental and sustainability strategy. Additionally, there were important reputational issues to take into consideration, given increasing levels of public interest in this area.

- The Internal Auditor noted that overall, there was a good level of diversity on the Board. Two of the low priority findings related to equality, diversity and inclusion (EDI), particularly with regards to:

  - Governor completion of mandatory Equality & Diversity Awareness Training.
  - The inclusion of EDI action plan summary progress information within the College's Annual Report.

- Finally, whilst a low priority item, further work was needed to establish a clearly defined process in the event of needing to remove a member from the Board. This was in order to comply with the associated *'must'* requirement in the AoC Code of Good Governance.

- The Internal Auditor reflected that the college's self-assessment against the AoC Code of Good Governance was comprehensive and provided a useful starting point for commencing and shaping the Governance Audit.

5.2 The following discussion then occurred:

- The Director of Governance confirmed that the high priority finding would be addressed relatively quickly. A paper on subcontracting arrangements was due to be presented at the forthcoming Finance Committee meeting, with a view for this to be recommended to the Board for approval on 27th March 2023.

	• The Chair of the Board reflected that the medium priority management actions related to environmental sustainability had been appropriately graded, despite relating to recommendations, rather than requirements, within the AoC Code of Good Governance. This would ensure the right level of focus on this important area.	
	• **The Chair of the Board asked – had Internal Audit been engaged on the current consultation on the AoC Code of Good Governance for 2023?** The Internal Auditor advised that RSM had not been directly engaged, but explained that should any significant changes be made to the Code, the next Governance Audit would take this into consideration.	
	• Governors reflected that it was encouraging that substantial assurance had been achieved as output of the audit process.	
	• **The Director of Governance thanked RSM for their collaborative approach throughout the audit, particularly with regards to agreeing a targeted scope, which had in turn ensured that any associated management actions were directly focussed on priority areas for the Board.**	
	TP left the meeting at 14:43.	
	• **Governors thanked the Director of Governance for her work in leading the Governance Audit process.**	

6)	**GOVERNANCE PERFORMANCE, REVIEW & IMPROVEMENT** **14:49**
	
	 6.1 Simplifying Governance Papers
	
	 • The Director of Governance shared the following update on the work currently underway to enhance governance practice:
	
	      o **Cover Sheets** – now only included summary information and were a maximum of 1 page long.
	      o **Guidance** had been shared with Lead Officers to ensure reports were more targeted and appendices were succinct (and used sparingly).
	      o **Board Papers** – Committee minutes were no longer included in Board meeting papers (though were still accessible via hyperlinks).
	      o **Meeting Agendas** – had been simplified, to ensure that these were targeted on priority discussion items.
	      o Lead Officers were **simplifying content in Committee Reports**, whilst increasing the use of graphics and other visual aids to communicate key information.
	
	 • The People & Culture Committee Chair noted the recent work that had been undertaken to simplify the People & Culture Report, which had enabled Governors to focus on priority updates, actions and next steps.
	
	 • The Chair of the Board also noted that work was underway to simplify the Board meeting agenda, with a view to reduce the overall volume of associated papers within meeting packs.
	
	 • The Committee Vice Chair requested that wherever appropriate, recommendations to Governors should be stated towards the top of papers, to ensure that these were easily identifiable. Governors agreed.	

	o **Action 6.1.1 – Request that Lead Officers capture any recommendations associated with reports at the top of meeting papers, so that these could be easily identifiable by Governors.**	**BH**

6.2 External Review of Governance

- The Director of Governance shared the following update:

  o The External Review of Governance (ERG) had been delayed to the Summer Term and would be led by two reviewers from ETF/IoD.

  o This followed a postponement from the Spring Term and as a result, additional observations and interviews would be included at no extra cost to the college.

  o Biographies of the proposed reviewers (Marilyn Hawkins, ETF and Paul Munden, IoD) had been included in the meeting papers and a subset of the Search, Performance & Remuneration Committee met with them ahead of this meeting. A final decision on whether to appoint these reviewers was now required.

  o **Draft milestone dates:**

    - **Discovery & Analysis** – 1st February 2023 to 21st April 2023
    - **Governance Survey** – 17th April to 1st May 2023
    - **Structured Interviews** – 1st May to 19th May 2023 (TBC)
    - **External Stakeholder Engagement** – 1st May to 19th May 2023
    - **Committees/Local Board Meeting Observations** – May & June 2023
    - **Main Board Observation** – 3rd July 2023
    - **Draft Report** – 10th July 2023
    - **Presentation of Findings** – End of July 2023 (Date TBC)

- The following discussion then occurred:

  o The Chair of the Board reflected that a combination of reviewers from ETF and IoD would provide a broader perspective, which would likely support a more innovative approach to governance. Governors agreed.

  o **The People & Culture Committee Chair asked – had the proposed reviewers worked together before?** The Chair of the Board confirmed that they had not, but reflected that this had the advantage of avoiding a predetermined outcome, enabling the reviewers to be more responsive to the needs and context of the Board.

- **RESOLUTION: The Search, Performance & Remuneration Committee agreed to appoint Marilyn Hawkins and Paul Munden (from ETF and IoD respectively), to lead the External Review of Governance process for the college.**

- **Action 6.2.1 – Schedule an extraordinary Chairs Group meeting before the end of the Summer Term, to enable the reviewers to present their findings as output of the ERG.**

6.3 Annual Governor Conversations

- The Chair of the Board shared the following update:

  o Annual 1:1 conversations had now been held with almost all Governors. This was with the exception of:

    - Two newly appointed Student Governors, who were too new to role.
    - One Co-opted Member, who had not responded to requests to meet.

  o The conversations were very helpful, and it was reassuring that no significant issues or concerns were raised.

  o There were a few common themes, namely:

    - The overly long length of Board papers.
    - Late changes to scheduled governance meetings. As such, moving forward, Vice Chairs would be encouraged to lead meetings if the Chair was not available.
    - The need to develop a more robust marketing and communications strategy, particularly in the Hastings area, with a view to raise the visibility of the college.
    - *'Putting the student first'* – leveraging student voice insights to ensure that the student experience was at the forefront of decision making.
    - The need for more rapid progression on the journey to 'Outstanding'.
    - Committee Chairs to provide additional context on individual agenda items, thereby supporting the development of newly appointed Governors and Co-opted Members.

  o Governors noted that each of these themes had already been reflected within the Governance Improvement Plan, which provided further assurance that the plan was focussed on the correct priority areas.

- **The People & Culture Committee Chair reflected on the college's journey to 'Outstanding' and asked – should we be doing more, more quickly?** The Chair of the Board reflected that more needed to be done to highlight the ongoing work being led by the Executive Team in this area. The Summer Term Board meeting would include a pre-meeting discussion on *'What does 'Outstanding look like?'*, being led by the CEO & Principal and Deputy (CEO & Principal). The Chair of the Board also noted that the Deputy (CEO & Principal) was an Ofsted Inspector, so would be able to share a range of insights around good practice, thereby encouraging the Committees to support and challenge the Executive Team on the college's journey to 'Outstanding'.

- The CEO & Principal reflected that ESCG was a complex organisation, with both areas of improvement and areas of outstanding practice. The rapidly changing landscape in the FE sector, had meant that the college has had to be responsive to a range of new requirements, particularly with regards to the skills and accountability agendas. A recent Heads of Curriculum Planning Meeting had been successful, with a particular focus on the work-based learning provision being led by Employer Champions.

	• The CEO & Principal also explained that English and Maths continued to be a priority focus area on the college's journey to 'Outstanding'.
	
	• The Chair of the Board noted that the Board was a key contributor to the Leadership & Management workstream of the Ofsted assessment, so it was equally important for there to be a shared understanding of what 'Outstanding' governance looked like.
	
	The meeting was then adjourned for a short break at 15.09. The meeting resumed at 15:14.
	
	6.4 Governance Improvement Plan
	
	• The Director of Governance advised that the Governance Improvement Plan had now been updated to reflect the relatively minor changes proposed at the last Chairs Group meeting on 19th January 2023.
	
	• The Chair of the Board proposed that moving forward, the Governance Improvement Plan should be included as a standing Committee agenda item, with a view to support oversight and progress tracking for associated areas of responsibility. Governors agreed.
	
	    o **Action 6.4.1 – Include 'Governance Improvement Plan' as a standing agenda item, with a view to share a verbal summary update at the following meetings:**
	        ▪ **ESCG Board**
	        ▪ **Search, Performance & Remuneration Committee**
	        ▪ **Finance Committee**
	        ▪ **Capital Development Board**
	
	• **RESOLUTION: The Search, Performance & Remuneration Committee agreed to approve the proposed moderate changes to the Governance Improvement Plan, which had previously been approved by the Board on 19th December 2022.**
		BH

7)	**COMMITTEE RESTRUCTURE – 2023-24** 15:22
	
	7.1 Draft Committee Scope & Context
	
	• The Director of Governance explained that following the Board's decision to revise the Committee Structure for 2023-24, committee context summary slides had been developed for each of the newly proposed committees.
	
	• **Governors thanked the Director of Governance for this comprehensive piece of work.** The Chair of the Board reflected that this would provide useful summary information for newly appointed Governors. Governors agreed.
	
	• Governors suggested the following amendments:
	
	    o A more accessible colour palette to be adopted, avoiding lighter text on darker backgrounds.
	
	    o ESCG Logo to be amended to reflect a transparent background.	

- o **Resources, Culture & Impact Committee:**

    - **Financial Management** – to be renamed as 'Resource Management', with a view to more fully reflect the scope of the committee.

    - **Strategic Focus** – description to be amended to *'Adopt a 'future proofing' mindset to resource management, thereby enabling the college to rapidly adapt to changing needs, whilst keeping the student experience at the forefront of decision making'*.

- o **Curriculum Skills & Quality Committee:**

    - **Student Experience** – description to be amended to *'Ensuring the 'student voice' remains at the heart of decision making, with emphasis on holding leaders to account for delivering an exceptional student journey to meet the college's needs and to ensure future success'*.

    - **Strategic Focus** – description to be amended to *'Adopt a 'future proofing' mindset to curriculum intent and delivery, with a particular focus on local skills need, stakeholder engagement and partnerships, whilst keeping the student experience at the forefront of decision making.'*

- o **Governance, Performance & Reputation Committee:**

    - The order of each sub-section to be regrouped to consolidate activities related to governor development and board self-assessment.

• **Action 7.1.1 – Update the 'Draft Committee Scope & Context' document to reflect the changes proposed by Governors.**	**BH**

• **Action 7.1.2 – Develop Committee Scope & Context slides for the following existing Committees:**
  o **Audit Risk & Compliance Committee**
  o **Capital Development Board**
	BH

• **Action 7.1.3 – Develop a 'Scope & Context' slide for the ESCG Board.**	**BH**
• Following these changes, Governors agreed that the 'Committee Context & Scope' paper would subsequently be shared at the next Chairs Group meeting, whilst slides for individual committees would be circulated to the Committees during the Summer Term, along with the draft Committee Terms of Reference.	
o **Action 7.1.4 – Include 'Committee Context & Scope' on the agenda for the next Chairs Group meeting on 27th April 2023, and on the agendas for the Curriculum & Standards, Finance and People & Culture Committees in the Summer Term.**	**BH**
o **Action 7.1.5 – Leverage the 'Committee Context & Scope' document to develop draft Terms of Reference for each of the newly proposed Committees, in collaboration with the CEO & Principal/Executive Team.**	**BH**

7.2 Draft Cycle of Business

- The Director of Governance outlined the following core requirements for developing the Cycle of Business for 2023-24:

  - To align agenda items to the Committee Structure & Context for 2023-24.
  - To maximise opportunities to delegate key reports/policy approvals to committee level, with a view to reduce the burden of activity on the main Board.
  - To simplify information communicated to the Board and thereby enable a holistic approach to decision making.
  - To rebalance the timing of key reports and activities to ensure that each governance meeting has an even proportion of policy reviews, reports and strategic discussion items.
  - To consolidate the extensive scope of work for the existing Finance Committee and People & Culture Committee into a manageable workload for a single 'Resources, Culture & Impact Committee'.

- The Director of Governance proposed the following delegated Committee level approvals and shared the following update:

Group	Key Documents	Proposed Delegation to Committee Level Approval
Main Board	• Annual Reports – 18 • Policies – 40	• Annual Reports – 22% • Policies – 40%
Audit, Risk & Compliance Committee	• Annual Reports – 6 • Policies – 14	• Annual Reports – 0%* • Policies – 29%
Curriculum, Skills & Quality Committee	• Annual Reports – 8 • Policies – 6	• Annual Reports – 43% • Policies – 33%
Governance, Performance & Reputation Committee	• Annual Reports – 4 • Policies – 12	• Annual Reports – 0%* • Policies – 50%
Resources, Culture & Impact Committee	• Annual Reports – 5 • Policies – 12	• Annual Reports – 40% • Policies – 50%

These reports had a statutory requirement for consideration by the Board (or was in line with good practice).

  - Whilst the proposed delegations may be significant, the level of risk was comparatively moderate, when supported by a clearly defined Scheme of Delegation and associated Committee Terms of Reference.
  - Eversheds guidance was leveraged to ensure that essential statutory duties and obligations would be retained by the Board.

- The Director of Governance then shared the following update:

  - There were 40 policies currently within scope for review and approval by the Board and its committees.
  - A disproportionate number of these policies were currently scheduled for review and approval within the Spring and Summer Terms.
  - The draft Cycle of Business represented various proposed changes to the timing of some policy reviews.
  - This would mean that some policies would be reviewed either a term sooner or later than their current review schedule during the period of transition.

- The Director of Governance advised that the following items had been proposed as new reports for 2023-24:

  - **Local Skills Improvement Plan (LSIP) Contribution Report** – to be reviewed by the CS&Q Committee prior to submission to the main Board.
  - **Environmental, Social & Governance Statement: Action Plan Update** – to be considered by the RC&I Committee, with an annual update to the Board.

- The following discussion then occurred:

  - The Chair of the Board queried whether there were further opportunities to delegate additional policies and annual reports to committee level approval, given the impact on Board capacity and time.

  - The Director of Governance advised that advice had been leveraged from Eversheds to determine where there were opportunities to delegate to committee level approval and where items were non-delegable from the Board.

  - The CEO & Principal suggested that some existing annual reports could be consolidated and combined to reduce the volume submitted to the Board for approval. Governors agreed.

  - **The CEO & Principal asked – was there an opportunity to reduce the frequency of review for some policies?** The Director of Governance confirmed that there was an opportunity to increase review periods for some policies and reflected that this could be determined and applied at the point that policies were next due for review.

  - The Chair of the Board suggested that in developing the Committee Terms of Reference, these be simplified as much as possible, whilst referencing key governance framework documents such as the Standing Orders and Instrument & Articles. The Director of Governance committed to look into this as part of the scope of the review, though explained that it was important for the Committee Terms of Reference to contain certain key information within these stand-alone documents, to ensure good governance practice.

  - **The Chair of the Board asked – when will the Committee Terms of Reference be submitted to the Board for approval?** The Director of Governance advised that these would be circulated to the Committees in the Summer Term, with a view for these to be approved at the final Board meeting of the year. Additionally, the Chairs Group meeting would be used as an further mechanism to gather Governor feedback.

- The Director of Governance outlined the following key next steps:

  - **Feedback invited** from the Executive Team, Lead Officers and the SP&R Committee.
  - **Scope and timings** of reports and key papers to be agreed.
  - Insights from the recent **Governance Audit** to inform approach.
  - Key **governance framework documents** to be aligned to the new approach, including Committee Terms of Reference.

- **Governors thanked the Director of Governance for the comprehensive update and associated report.**

8)	REVIEW OF INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE	15:54	
	8.1 The Director of Governance directed Governors to the associated paper and invited questions.		
	8.2 The following discussion then occurred:		
	• The Chair of the Board clarified that responsibility for conducting the annual appraisal of the Director of Governance was shared between the Chair of the Board and the CEO & Principal.		
	o **Action 8.2.1 – Update the 'Independence of the Director of Governance' Report to reflect the shared responsibility of the Chair of the Board and CEO & Principal in conducting the Director of Governance's annual appraisal.**		**BH**
	• **The Chair of the Board asked – had a declaration of interest form now been completed by the Director of Governance?** The Director of Governance confirmed that this had been completed and advised that any associated declarations had been reported within the Register of Interests for Senior Post Holders.		

Policies & Key Documents

9)	POLICIES	15:56	
	The following items were deferred to the next meeting, pending ongoing development of the Committee structure and Governance Framework for 2023-24:		
	• *Instrument & Articles* • *Scheme of Delegation*		

Close

10)	ANY OTHER BUSINESS	15:57	
	BC left the meeting at 15:57.		
	10.1 Local College Boards		
	• Governors considered the ongoing transition to the new Executive led framework for Local College Boards (LCB) and noted the need to ensure that meeting discussions were outwardly focussed, with an emphasis on reputation building with key stakeholders.		
	• The Chair of the Board advised that the new LCB Terms of Reference were currently being developed by the Executive Team and reflected that Governor participation should shift towards an approach of interest, rather than governance leadership. Governors agreed.		
	• The CEO & Principal advised that the Spring Term Eastbourne LCB meeting had been postponed following receipt of multiple apologies from members. This meeting would therefore be rescheduled.		

11)	DATE OF NEXT MEETING	15:59	
	13.1 Governors noted that the next meeting had been scheduled for **25th May 2023, 14:00-16:00.**		

12)	**LIVE COMMITTEE SELF-ASSESSMENT**	**16:00**	

12.1 Two survey responses were received from Governors, via a Google Form:

#	ASSESSMENT QUESTION	RESULT
1.	Did the agenda and papers arrive seven days in advance?	Yes*
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%

The pack of meeting papers was issued on time, though the Governance Audit Report was distributed as a late paper due to the timing of the audit schedule.

13)	**CLOSE**	**16:01**	

13.1 The meeting closed at 16:01.

Action Summary

Item	Owner	Action	Due Date
4.1.1	BH	Source and share a copy of the curriculum vitae for the prospective Independent Governor candidate, with a view to supplement their expression of interest form.	21st March 2023
4.1.2	BH	Engage directly with prospective Lewes based candidates already known to the college, with a view to explore their interest in applying for a role on the Board.	25th May 2023
4.2.1	BH	Facilitate an annual Skills Audit Survey for 2022-23, including specific questions related to special interest areas for Governors.	25th May 2023
6.1.1	BH	Request that Lead Officers capture any recommendations associated with reports at the top of meeting papers, so that these could be easily identifiable by Governors.	27th March 2023
6.2.1	BH	Schedule an extraordinary Chairs Group meeting before the end of the Summer Term, to enable the reviewers to present their findings as output of the ERG.	27th March 2023
6.4.1	BH	Include 'Governance Improvement Plan' as a standing agenda item, with a view to share a verbal summary update at the following meetings: • ESCG Board • Search, Performance & Remuneration Committee • Finance Committee • Capital Development Board	25th May 2023
7.1.1	BH	Update the 'Draft Committee Scope & Context' document to reflect the changes proposed by Governors.	**Complete**
7.1.2	BH	Develop Committee Scope & Context slides for the following existing Committees: • Audit Risk & Compliance Committee • Capital Development Board	**Complete**
7.1.3	BH	Develop a 'Scope & Context' slide for the ESCG Board.	25th May 2023
7.1.4	BH	Include 'Committee Context & Scope' on the agenda for the next Chairs Group meeting on 27th April 2023, and on the agendas for the Curriculum & Standards, Finance and People & Culture Committees in the Summer Term.	25th May 2023
7.1.5	BH	Leverage the 'Committee Context & Scope' document to develop draft Terms of Reference for each of the newly proposed Committees, in collaboration with the CEO & Principal/Executive Team.	25th May 2023
8.2.1	BH	Update the 'Independence of the Director of Governance' Report to reflect the shared responsibility of the Chair of the Board and CEO & Principal in conducting the Director of Governance's annual appraisal.	**Complete**