**Search, Performance & Remuneration Committee**

**Minutes**

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| Date | 4 October | Time | 9.30 |
| Venue | Zoom | | |
| Chair | Ian Mehrtens | | |
| **Membership** Ian Mehrtens (Chair of Committee), David Smith ex-offico for P&R, Rebecca Conroy (occasional attendee, not a member for P&R), Catherine Manning, Priscilla Kendall  **Attendance** Mia Bryden, Director of Governance, Careen Green for P&R elements | | | |

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|  | Item | Action |
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| **Search** | | |
|  | **Apologies**  There were no apologies. The Chair welcomed Priscilla Kendall to her first meeting of the committee. |  |
|  | **Declarations of Interest**  There were no declarations of interest. |  |
|  | **Minutes of the last meeting**  THE MINUTES OF THE LAST MEETING WERE APPROVED AS A TRUE AND ACCURATE RECORD. |  |
|  | **Matters Arising**  Matters arising were noted as per the cover paper.  CEO to arrange for a series of short 'campus (including Newhaven) and town history' style sessions for Governors – there is now access to Newhaven for a tour for Governors, and there will be opportunities for tours at other sites for new Governors. These will be advertised via the Governors Activity, Learning and Development Programme. |  |
|  | **Membership & Recruitment Update**   1. **Current terms of office**   The Committee noted Student Governors Leo Hunnisett and Zoey Thomas have now left the College. The Committee agreed an election should be run in line with the ESCG Standing Orders. **Action for DoG to link with Deputy Principal to start the election process*.***   1. **Exit Interviews**   Jo Rogers exited on 30 June 2021, as she will be continuing as a local College Board Member Jo did not feel the need to undertake an exit interview. Exit interview feedback from Kevin Cowley and Madina Tash was discussed. Ian explained that he undertook the Exit Interview with Madina Tash in person. This led to a wider discussion about ensuring co-opted members are fully sighted on Board/College business. It was agreed that Chairs Meeting notes and the Executive Team Report at Board would be shared with co-opts. The DoG and Chairs of each Committee will be encouraged to make sure they 'connect up' matters that are pertinent to that Committee with broader issues so co-opted members get a sense of the interconnectivity. **Action for CEO: to liaise with the director of governance, who gave advice during the exit interview process.**   1. **Membership & Capacity**   Committee Composition was noted.  The DoG advised that at the start of term 2021-22 there are some concerns about Governor capacity after a series of apologies to the first committee meetings of the year. She advised that it is a possibility that Mark Fisher (Chair Finance and attendee at Chairs meeting and CDB) may require some time away from his duties.  Graham Cook (Vice-Chair of Finance, Chair of ECB (and now also attends the Chairs meeting) and is also a monthly attendee at Capital Development Board) has requested to no longer serve the Finance Committee due to concerns about capacity. That said, Graham very helpfully chaired the last Finance Committee. The Finance Committee is now served by new Governor Priscilla Kendall. Andy Vincent is also now a member of the Finance Committee, but his engagement with the Board over the last few months has waned. David Smith is Andy Vincent's Board Buddy and to date Andy has not confirmed he is wishing to step away from his governance role, but has been on a period of annual leave.  David Smith raised concerns that the Capital Development Board membership may not be strong enough for the tasks ahead. The Committee agreed the ToR were still valid but that the membership needed review. It was agreed that there commute would comprise IG’s, co-opted members and a representative of each local Board nominated by the Local board. The Executive will establish external stakeholders groups to represent each campus and would link to the local boards. External members sourced for this External Group by the Executive Team will need to ensure confidentiality is maintained at all times. Updated TOR will be tabled at Board for approval. **Action for DoG.**  The Committee agreed another recruitment drive is necessary to support capacity on particularly Finance and CDB and to support general capability and to hopefully further the Boards racial diversification aims. Jeff Greenidge, Director for Diversity (AOC / ETF) may be able to support the Board with this work. The outgoing DoG will hand this over to the incoming DoGs.  Gill Short has volunteered to join the CDB. Ian Mehrtens suggested that Local College Boards should nominate representatives from their membership to represent the Local College Boards on CDB. **Action for DoG to add this to the forward planner for each LCB meeting.**  The DoG advised Committee meetings for the rest of the year are online, this is hoped to support Governor capacity to attend meetings. Board meetings are in person, as was agreed by the Board at the last meeting. There are concerns about adopting a hybrid approach to meetings, but it is acknowledged that governor engagement attendance needs to be supported and prioritised and this might require a more flexible approach. This was discussed at length at the Chairs Meeting.   1. **Specialist Advisors**   The concept of Specialist Advisors has been discussed by this Committee and endorsed by the Board in 2020. There are funds in the Governance Budget to support these roles (to a maximum of £10k within the Professional Fee's line, but additional monies could you used from underspent budget lines, e.g. Hospitality and Travel). Clear terms of engagement will need to be drawn up for any such posts and there will need to be approval by Board.  The CEO advised Sue Dare has been approached for a SA role to the C&C Committee and terms of engagement will be presented to Board for approval in October 2021.   1. **Chair Recruitment**   In July 2021 the Board resolved to approve that the Chair continues in role until March 2022 (when he has indicated his intention to step away from the Board). The DoG advised recruitment activity for a new Chair should be progressed in line with Instrument 5, and as per the ESCG Standing Orders. There was a discussion about whether or not there would be a requirement to go to external advert, the DoG advised the clause within Instrument 5 provides some flexibility: (*9) The Board will go to external advert when the position of Chair becomes vacant due to the resignation of the Chair, or at least every six years.* She urged caution about setting a [precedent](https://www.google.com/search?q=setting+a+precedent&spell=1&sa=X&ved=2ahUKEwjeye_llrHzAhXCilwKHWEKAaQQBSgAegQIARAx) of internal recruitment. **Action: Rebecca to have a conversation with FEC regarding expectations.**   1. **DoG Recruitment**   Interim arrangements have been secured for DoG cover up until December 2021. During this time a permanent appointment will be secured. | Mia  Rebecca  Mia  Mia  Rebecca |
| 6) | **Governor Activity, Learning and Development programme for 2021-22**  The DoG reminded the Committee that it is responsible for ensuring there is appropriate training for Board members to discharge their duties fully.  The proposed Governor Activity, Learning & Development Programme was. This was devised by the DoG and Deputy Principal in response to:   * FE Commissioner Team latest report * Association of Colleges Code of Good Governance for English Colleges * ESCG Self-Assessment Activity * Mapping against Ofsted EIF   One session remains outstanding - Whistleblowing & Managing Allegations & the use of settlement agreements. The Whistleblowing Policy will go to Board in December 2021 and training for Governors will be offered.  The Committee approved the Governor Activity, Learning and Development programme for 2021-22. The DoG will circulate this to all Board and co-opted members. **Action for DoG**  Catherine asked if Governors had a learning plan. The DoG advised learning needs / desires are discussed with Governors during induction and the first couple of months in role once they have attended their first Committee meetings/Board. When each Governor is inducted they are provided with an Activity, Learning and Development Record. Last year the Committee did not approve the use of Annual Conversation paperwork, preferring a free flowing conversation. That said, the DoG did share a with each Governor ahead of their Annual Conversation, a template Annual Conversation Record, which included sections on Activity, Learning and Development attended. However, its use and discussion of contents was optional. Last year each Committee was asked if it had any specific learning needs. The ARaC Committee was the only Committee that identified some areas and as a result a number of additional training courses on contingency planning and risk management were provided. Bespoke training / signposting is provided as and when required and captured on each Governor's Activity, Learning and Development Record - when the DoG/ PA to DoG has been notified of attendance. There are also series of optional drop sessions with the DoG booked for the year which provides another mechanism to discuss any learning and development needs. This was an area that has scored lowly in the last two annual self-assessments. | Mia |
| **7)** | **Governance Improvement Plan Update and External Review of effectiveness**  *Governance Improvement Plan Update*  The DoG updated on progress against the Governance Improvement Plan Update as per the cover paper:   * Strategy - 1 action remains – publishing the Strategic Plan. * Compliance - There are no actions outstanding * Oversight - There are no actions outstanding * People - There are no actions outstanding * Structure - Two new actions were added to this section following the RSM Governance Audit and these actions remain ongoing   The DoG advised that whilst there are no actions outstanding in some of the work streams, not all measures of success have been reachedand further action, outside of that already contained within the GiP, may be required to make the intended impact.  The DoG said previously there has been some reticence about moving too far away from the survey approach suggested by the NLG but that as the Board has matured perhaps a new approach would be welcomed. There was a suggestion that an in-person conversation, rather than a survey should be taken forward and this could perhaps be weaved into the existing Annual Conversation structure, supported by the permanent DoG.  **Action: DoG to provide some feedback on potential areas to explore for the new DoG.**  ***External Review of effectiveness***  At the last meeting the Committee agreed to an externally facilitated session to unpick areas of weakness identified through the self-assessment exercise and to look at how those areas within the Governance Improvement Plan not reaching their' measures of success' could be tackled.  Since then, the Chair of the Board has liaised with Gemma Baker, AoC South East Area Director, and is keen to ensure that the review of ESCG governance fits with current plans being investigated by Sussex Chairs, within the context of the DfE's impending periodic FE Board Review processes.  The AOC have also released a revised Code of Good Governance for English Colleges, which is considered a holding position. The release comes at a time when Board Reviews are (if the legislation goes through) going to become compulsory. There will need to be a framework against which to measure effectiveness and that means that there will need to be a further review of current governance codes.  The Committee decided to wait until after Christmas when more is known about the legislation and a permanent DoG is in place. | Mia |
| 8) | **Governance KPIs**  The DoG reminded the Committee that at the last meeting the proposed KPIs were not agreed.  KPIs have been agreed as part of the Governance and Oversight workstream in the Strategic Plan (below) the DoG asked the Committee if there were any further KPIs they would want capturing and reporting.  The following strategic plan KPIs were agreed   * % average attendance at Board * % of governors value their annual conversation with the Chair * % of governors have attended mandatory training * % board members feel engaged with the college * % board members would recommend the college.   The following KPIs will be monitored by the S,P&R committee only:   * Composite BoardPacks are no longer than 100 pages * % of papers distributed within the agreed 7 calendar days * % of minutes circulated within 15 working days of the meeting.   The Committee also discussed adding KPIs regarding impact (board, student and staff perception) but acknowledged this would be hard to measure. This should be discussed at the next meeting. |  |
| 9) | **Role of Local College Boards**  The Chairs of the LCBs, Chair, CEO and DoG met on 16 September to discuss the role and arrangements for the local college boards.  The following was clarified:   * Each campus will have a designated Senior Potholder/Executive team member lead officer. For 2021/22: Dan Shelley (Lewes); Mark Wardle (Hastings); Rebecca Conroy (Eastbourne) * The Campus lead will work with Chair of Local Board to ensure that issues raised at Local Board deemed key to full board understanding and requiring C&S or full board consideration AND/OR board committee consideration are appropriately referred by use of committee referral form and system. * Rebecca confirmed that the admin support for each of the Exec leads for local colleges would provide admin support for the Local Boards * Each local board will work to ensure that there are practicable arrangements for local student voice to inform local board meetings (and thereby open a channel of feedback to main board and/or committees) * Angela Smith will join the Lewes local college board * Given the very significant changes affecting ESCG Governance arrangements this year further consideration of the effectiveness of these arrangements will be reviewed again by the summer 2022.   The DoG advised Gill Short has questioned the limit of 12 members. The committee proposed up to 15 Members in line with the Board determination of numbers. Gill has also suggested vice-chairs should be Independent Governors, the Committee felt the current wording regarding a chairs absence is sufficient.  The Committee discussed and approved the revised ToR and will recommend these for approval by the Board. **Action for DoG.** | Mia |
| 10) | **Standing Orders**  The Dog proposed the following changes:  NEW *4.8 Absence of DoG* - adding something that emphasises the need for the Corporation to be supported by a Governance Professional and stating that in the event that the incumbent is temporarily absent for any meaningful period, the Corporation will take steps to find a replacement (with relevant skills).  This was agreed by the Committee for recommendation for approval by Board.   1. Under *4.2 Membership and Appointments: Student Governors* The Committee proposed to recommend to Board that the following clause is removed - *If the Student Governor ceases to be a member of the ESCG Board before the expiry of their term of office a successor shall be appointed for the uncompleted term only.* 2. The Committee proposed to recommend to Board that the following is removed *A full-time student of the College may only usually be a Student Governor* and replaced with *A Student Governor must be a student registered at the College.* 3. Under *4.2 Membership and Appointments: Co-opted Members -* The Committee proposed to recommend to Board a maximum length of 8 years of office for co-opted members, in line with timeframe given to Governors.   The Committee approved these amendments for approval at Board on 12 October. **Action for DoG.** | Mia |
| 11) | **ESCG I&As**  The Committee agreed that arrangements for if the DoG is away from work should be added to section 13 – Proceedings of meetings.  The Committee approved these amendments for approval at Board on 12 October. **Action for DoG.** | Mia |
| 12) | **Governor Recruitment and Succession Planning Policy**  This is for annual review. The Committee did not suggest any changes.  Table for approval at Board on 12 October. **Action for DoG.** | Mia |
| 13) | **Protocol for Governors Visits in College**  The DoG advised this protocol had been reviewed in consultation with the Deputy Principal and the following suggestions were put forward for consideration by the Committee:  Suggest re-wording – staff should remember that Governors come from all different professional backgrounds and may not be fully versed in curriculum and teaching methods or about how the College is managed at departmental level   1. Remove 'lesson/ tutorial visit's to broaden out to any visit to the College.   The Committee approved these amendments for approval at Board on 12 October. **Action for DoG.** | Mia |

Performance and Remuneration - minutes not publically available.