

Search, Performance and Remuneration Committee MINUTES

Date	25th May 2023	Time	14:00-16:00
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Venue	Virtual Meeting – MS Teams
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Chair	Priscilla Kendall
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<p>Membership: Priscilla Kendall (Committee Chair), Catherine Manning (Committee Vice Chair), Ian Mehrtens, Becky Cooke</p> <p>Attendance: Rebecca Conroy (CEO & Principal), Belle Howard (Director of Governance – <i>minutes</i>), Marilyn Hawkins (ETF Reviewer – <i>observer</i>), Paul Munden (IoD Reviewer – <i>observer</i>)</p>

Quorum: The meeting was quorate throughout.
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Apologies: None

#	Item	Action
1)	<p>WELCOME & APOLOGIES 13:58</p> <p>1.1 The Search, Performance & Remuneration (SP&R) Committee Chair opened the meeting at 13:58 with a warm welcome to colleagues.</p> <p>1.2 There were no apologies as all members were in attendance. The SP&R Committee Chair noted that Becky Cooke would be joining the meeting slightly late.</p> <p>1.3 The SP&R Committee Chair welcomed Marilyn Hawkins and Paul Munden who would be observing the meeting as part of the external review of governance process.</p>	
2)	<p>DECLARATIONS OF INTEREST 13:59</p> <ul style="list-style-type: none"> There were no new declarations of interest received. 	
3)	<p>MINUTES OF LAST MEETINGS 14:00</p> <p>3.1 Approval</p> <ul style="list-style-type: none"> Governors considered the minutes from the meeting on 2nd March 2023. Governors agreed that the minutes were a true and accurate record of what was discussed. <p>3.2 Matters Arising</p> <ul style="list-style-type: none"> Governors considered the actions that arose from the last meeting. 	

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.	Cancelled – Candidate discounted from consideration.
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.	Complete – applications for identified candidates were not progressed.
4.2.1	BH	Facilitate an annual Skills Audit Survey for 2022-23, including specific questions related to special interest areas for Governors.	Complete
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.	Complete
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.	Complete
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: <ul style="list-style-type: none"> • ESCG Board • Search, Performance & Remuneration Committee • Finance Committee • Capital Development Board 	Complete
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: <ul style="list-style-type: none"> • Audit Risk & Compliance Committee • Capital Development Board 	Complete
7.1.3	BH	Develop a 'Scope & Context' slide for the ESCG Board.	Complete – Item 6.1
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.	Cancelled – this was shared as a paper at ESCG Board on 27th March 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.	Complete
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

Board & Committee Membership/Succession Planning		
4)	<p>MEMBERSHIP & SUCCESSION PLANNING</p> <p>4.1 Membership & Recruitment – May 2023</p> <ul style="list-style-type: none"> • The Director of Governance shared an update on the following items: <ul style="list-style-type: none"> ○ Membership: <ul style="list-style-type: none"> ▪ There had been two Governor resignations from the Board since the last meeting from Mark Fisher (Independent Governor) and Penny Coppins (Staff Governor), though this had still yet to be formally communicated to the Board. ▪ Consequently, there were currently four Independent Governor and one Staff Governor vacancies on the Board. ▪ Terms of Office: <ul style="list-style-type: none"> – Gill Short’s second term of office was due to end on 30th October 2023, though Gill had already indicated her intent to stand down at the end of the Summer Term. – Angela Smith’s first term of office was due to end on 10th October 2023. Angela had already indicated her intent to stand for a second term of office. ○ Independent Governor Recruitment: <ul style="list-style-type: none"> ▪ Various recruitment channels were currently being leveraged to promote the open Independent Governor vacancies, including: <ul style="list-style-type: none"> – Social media. – Various jobs pages, e.g. AoC, ESCC, Black Leadership Group etc. – ESCC Governor & Clerking Service. – Voluntary action groups websites. – Employer stakeholder networks via the Vice Principal, Business Development. ▪ Applications and expressions of interest had been received from two candidates, for which role overviews with the Director of Governance had already been held or scheduled. • The following discussion then occurred: <ul style="list-style-type: none"> ○ Governors agreed that a communication regarding the recent Governor resignations should be issued to the Board. <ul style="list-style-type: none"> ▪ Action 4.1.1 – Draft and issue a communication to the Board regarding the recent Governor resignations (Mark Fisher and Penny Coppins). ○ Governors noted that the first Board meeting of the Autumn Term would be held after Angela Smith’s term of office had expired, so agreed that her term of office would need to be approved early, within the Summer 2023 Term. <ul style="list-style-type: none"> ▪ RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the appointment of Angela Smith as Independent Governor for a second term of office, effective 11th October 2023. 	14:01

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- **The Committee Vice Chair asked – were there any lessons that could be learned from the recent Governor resignations?** The Chair of the Board explained that one of the resignations had been linked to a period of extended meeting absence, due to limited capacity and personal matters. Moving forward, consideration should be given to communicating expectations regarding governor attendance and to determine whether additional guidance needed to be developed to manage poor levels of attendance, prior to initiating more formal procedures. Governors agreed.
- The Director of Governance confirmed that new procedures for the removal of Governors from the Board had recently been incorporated into the latest version of the Standing Orders. This had been developed following an associated management action from the earlier Governance Audit in the Spring Term.
- Additionally, the Director of Governance advised that existing Governor Induction materials currently outlined a Governor meeting attendance expectation of a minimum of 75%. However, further work could be done to re-communicate this to Governors at the start of the next academic year.
- The Chair reflected on the need to develop further guidance regarding Governor attendance, to include key trigger points at which action should be taken to manage diminishing governor attendance levels. **Governors agreed.**
- The CEO & Principal reflected that there may also be an opportunity to adapt the existing framework for managing staff absence, particularly with regards to managing difficult conversations.
 - **Action 4.1.2 – Develop a procedure and associated guidance for managing poor attendance levels for governance meetings, with a view for this to include specific trigger points at which action should be taken.**
- **The Committee Chair noted that the existing recruitment campaign had not currently included use of the Rother Voluntary Action Group and asked – could this channel also be utilised?** The Director of Governance confirmed that it could be.
 - **Action 4.1.3 – Promote the Independent Governor vacancies on the Rother Voluntary Action Group website.**

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BC joined the meeting at 14:05.

- Governors considered the two applications that had been received from prospective Independent Governors and discussed their potential skills fit to the needs of the Board.
- **Governors agreed to proceed with interviewing both applicants, following introductory role overviews, led by the Director of Governance.**
 - **Action 4.1.4 – Schedule informal interviews led by a panel of Governors from the SP&R Committee membership and the Director of Governance, with both of the candidates from which applications had recently been received.**

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4.2 Committee Membership Proposal (2023-24)

- The Chair of the Board presented the following proposed committee membership structure for 2023-24:

ROLE	RESOURCES, CULTURE & IMPACT COMMITTEE	CURRICULUM, SKILLS & QUALITY COMMITTEE	GOVERNANCE, PERFORMANCE & REPUTATION COMMITTEE	AUDIT, RISK & COMPLIANCE COMMITTEE	CAPITAL DEVELOPMENT BOARD
Committee Chair	Andy Davy	Catherine Manning	Priscilla Kendall	Angela Smith	Graham Cook
Committee Vice Chair	TBC	Aly Colman	Catherine Manning	Charles Dudley	Charles Dudley
Other Independent Governors	Graham Cook	Andy Davy	Becky Cooke	Nicola Taylor	Ian Mehrtens
	Becky Cooke	Priscilla Kendall	Ian Mehrtens		Mark Fisher
	Charles Dudley	Ian Mehrtens			
CEO & Principal	Rebecca Conroy	Rebecca Conroy	Rebecca Conroy*	Rebecca Conroy*	Rebecca Conroy
Staff Governors	Ashley Heminway	Ashley Heminway Carol Tomsett			
Student Governors	Alexandra Cheeseman	Trista Jin Emel Yerlikaya			
Co-opted Members				Kim Butler	
Other Attendees	Hannah Caldwell, COO	Mark Wardle, D(CEO&P)		Ian Mehrtens, Chair of the Board*	Hannah Caldwell, COO
	Mark Wardle, D(CEO&P)	Kym O'Mara, VP-SE		Hannah Caldwell, COO	Nathan Haffenden, DoCD&A
	Sam Brasier, EDoF	Donna Harfield, VP-BD		Cive Makombera, RSM - Internal Audit	
	Lauren Crawley, DoP	Joanne Folwell, AP-QI&D		Thomas Parker, RSM - Internal Audit Stuart McKay, Mackintyre Hudson - External Audit	

* Not a member of this committee, but an attendee

Skills Gaps	Resources	N/A	Marketing & Communications	Risk Management	N/A

- The Chair of the Board shared the following update:
 - Conversations had now been held with all Governors to discuss and confirm their willingness to join each of the indicated committees.
 - Following the recent resignation of the Finance Committee Chair, Andy Davy had confirmed his willingness to Chair the Resources, Culture & Impact Committee (RC&I) from the Autumn Term.
 - The intent had been to ensure a breadth of skills and expertise across each committee, with a view to adopt a more aspirational and holistic approach to committee membership. For example:
 - Audit, Risk & Compliance Committee** – whilst continuing to maintain specific finance and audit expertise within its membership, consideration was also given to ensuring focus on the student experience as a priority additional skill set.
 - Resources, Culture & Impact Committee** – it was also proposed that both a Student Governor and a Staff Governor be included within the membership, with a view to consider the student and staff experience more proactively within decision making.
- The following discussion then occurred:
 - The Committee Chair asked – how would the Committee Vice Chair for the RC&I Committee be determined?** The Chair of the Board confirmed that this was currently being considered, potentially with a view to explore the feasibility of Becky Cooke (People & Culture Committee Chair) performing this role.
 - Action 4.2.1 – Meet with Becky Cooke to explore feasibility of her performing the RC&I Committee Vice Chair role.**

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- **RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the proposed Committee Membership for 2022-23 to the Board for approval.**

Board Effectiveness

5)	<p>GOVERNANCE REVIEW & IMPROVEMENT</p> <p>5.1 Skills Audit Results – 2022-23</p> <ul style="list-style-type: none"> • The Director of Governance directed participants to the associated paper and shared the following update: <ul style="list-style-type: none"> ○ There had been a 71% response rate to the survey, which was made up of 10 Independent Governors. Neither of the Co-opted Members opted to take part. ○ Equity, Diversity & Inclusion (EDI) – there were currently reasonably good levels of representation on the Board for most EDI areas, though a key area of opportunity related to the range of ethnically diverse backgrounds in the membership. ○ Overall, a good level of skills coverage in most areas, with notable gaps in Finance, Audit and Marketing, particularly following the recent departure of the Finance Committee Chair from the Board. ○ In particular, the survey highlighted the need to develop greater confidence around college finances across the Board’s membership, given the Corporation’s responsibility for financial oversight. ○ Recruitment and training priorities had been aligned to the priority focus areas identified in the skills audit results. • The following discussion then occurred: <ul style="list-style-type: none"> ○ The SP&R Committee Chair considered the EDI profile of the Board and noted the need to address ethnic diversity on the Board. The Director of Governor reflected that relative to other FE College Boards, that ESCG had a relatively good levels of representation from a gender and LGBT perspective. That said, the Director of Governance acknowledged the need to address ethnic diversity, in addition to efforts to ensure diversity of thought on the Board. ○ The Director of Governance also advised that the Black Leadership Group’s Job Board was currently being leveraged to promote the existing Independent Governor vacancies. ○ A Governor asked – were there clear expectations for all Independent Governors with regards to the minimum level of expertise for key skill set areas, both generally as Board Members and more specifically as Committee Members? The Director of Governance outlined the need for Governors to develop a ‘working knowledge’ of key areas, such as budgetary planning/approval, curriculum quality and capital development, to ensure confidence during key Board discussions and approval decisions. Similarly, where gaps in knowledge had been identified, Governors should be proactive in engaging with training, utilising the annual Governor Training Programme as a key starting point. 	14:21
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	<ul style="list-style-type: none"> ○ The Chair of the Board reflected that it was important not to be overly restrictive on arbitrary levels of representation for each EDI category. It was, however, important for the Board to be representative of the communities that the college served. Whilst there was a comparatively low level of representation from a BAME perspective across East Sussex, the proportions were notably higher within the college’s student body. As such, the Board should utilise both the census and other key data points to inform its EDI strategy from a Governor recruitment perspective. ○ A Governor reflected that the priority training needs list was particularly helpful and noted that new Governors may also opt to have a buddy/mentor to support their ongoing learning and development. ○ The CEO & Principal suggested that bitesize virtual training sessions could be scheduled on key areas of interest for Governors, such as college finances, audit processes and curriculum development. These could potentially be led by members of the Executive Team and the College’s Audit Partners etc. Additionally, Governors could be signposted to existing bitesize learning resources from the AoC/FEC. Finally, any in-house developed training sessions could be recorded, so that the learning materials could be cascaded and reused. Governors agreed. <ul style="list-style-type: none"> ▪ Action 5.1.1 – Explore the feasibility of arranging bitesize, in-house Governor training sessions on key areas of interest. ○ The Chair of the Board noted that the AoC was currently undertaking an exercise to gather EDI data on Governing Boards across the FE sector, which would provide a useful point of comparison. That said, it was important to note key differences in EDI demographics between urban, rural and coastal areas. Governors agreed. ○ A Governor noted that the EDI data on the Board currently excluded Staff and Student Governors. Governors agreed that the Board’s EDI data collection should be extended to include Student and Staff Governors. <ul style="list-style-type: none"> ▪ Action 5.1.2 – Conduct a brief EDI survey for Student and Staff Governors. ○ The Committee Chair asked – how will individual skills data be used? The Director of Governance advised that an anonymised version of the report would be shared with the whole Board. Additionally, the Skills Audit currently informed governor training plans and ongoing recruitment efforts. The results could also provide a useful data point during annual 1:1 conversations with the Chair of the Board, as well as support efforts to establish of individual Governor Development Plans. ○ The Committee Chair asked – would it be possible for individual Skills Audit results to be shared with Governors, so that it can be used to inform Governor Development Plans? The Director of Governance confirmed that this was feasible. <ul style="list-style-type: none"> ▪ Action 5.1.3 – Cascade individual Skills Audit results direct to each Independent Governor. ● The Chair of the Board suggested that it would be prudent to target training offers to Governors where they had scored ‘3’ or less for any particular areas within their Skills Audit survey submissions. Governors agreed. 	<p>BH/RC</p> <p>BH</p> <p>BH</p>
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5.2 Special Interest Governor Role Appointments

- Governors noted the following survey responses on Special Interest Governor roles:

INTEREST AREA	GOVERNOR
Careers & Destinations	Andy Davy, Priscilla Kendall
Equity, Diversity & Inclusion	Aly Colman, Becky Cooke, Ian Mehrtens
Environmental Sustainability	Gill Short, Graham Cook
Health, Safety & Welfare	Andy Davy, Becky Cooke, Charles Dudley
Human Resources	Andy Davy, Becky Cooke, Graham Cook, Ian Mehrtens
Information Governance	<i>None</i>
Special Educational Needs & Disabilities (SEND)	Aly Colman, Gill Short
Other	<ul style="list-style-type: none"> External stakeholder engagement/collaboration – Becky Cooke Professional development for practitioners, managers and leaders; teaching learning & assessment – Catherine Manning Community Relations & Engagement – <i>Graham Cook</i>

- The following discussion then occurred:
 - The Director of Governance advised that this list would be shared as a paper at the forthcoming Board meeting. The Chair of the Board also reflected that a key next step would be for the list to be shared with the Executive Team, with a view to provide ad hoc support as needed.
 - Governors noted that there had not, however, been any volunteers for a special interest role in the area of Information Governance.
 - The Chair of the Board suggested that the recent submissions from Governors on their Special Interest Governor role preferences could also be leveraged to support decisions around buddy/mentoring arrangements for newly appointed Governors. [Governors agreed.](#)

5.3 Governor Attendance – 2022-23

- The Director of Governance outlined the following summary attendance data:

Forum	2022-23	2021-22	Variance
ESCG Board	85%	72%	13%
Search, Performance & Remuneration	93%	100%	-7%
Audit, Risk & Compliance	83%	78%	5%
Finance	87%	76%	11%
Curriculum & Standards	75%	77%	-2%
People & Culture	100%	95%	5%
Capital Development Board	86%	85%	1%
Chairs Group	69%	84%	-15%
Eastbourne LCB	56%	79%	-23%
Hastings LCB	83%	78%	5%
Lewes LCB	75%	90%	-15%

- The Director of Governance then shared the following update:
 - There had been four instances where Governor attendance had fallen below the minimum expectation of 75%. Two of these individuals had since left the Board.
 - The average individual attendance rate for Governors was 83%, up from 72% in 2021-22.
 - Participation for Co-opted Members was currently trending at 67%, down from 79% in 2021-22.
- The following discussion then occurred:
 - The Chair of the Board advised that he typically discussed attendance issues with individual Governors as part of the annual 1:1 conversation process.
 - The Chair of the Board explained that one instance where meeting attendance had fallen below expected levels, had been driven by the timing of governance meetings, as well as a busy work schedule. This issue would in part be resolved by the new meeting scheduling approach for 2023-24. Similarly, the individual concerned had also committed to address this moving forward.
 - The Chair of the Board explained that the remaining instance of low levels of meeting attendance had been caused by college teaching commitments having been prioritised by the individual concerned. [The CEO & Principal agreed to provide support to address this issue moving forwards.](#)
 - The CEO & Principal reflected that a hybrid meeting option may make it easier to maximise governance attendance levels, though noted the Board’s recent decision to discontinue this practice, where possible, moving forward.
 - The Chair of the Board acknowledged that there may be a drop in attendance levels next year, following a transition to a greater proportion of meetings being conducted in person and a hybrid format largely being discontinued.
 - The CEO & Principal also advised that meeting rooms could be made available to Governors before and after governance meetings, to support in person Governor meeting attendance.
 - **Action 5.3.1 – Issue a communication to Governors reminding them of the meeting format approach for 2023-24, as well as promote the availability of onsite quiet meeting rooms for use before/after governance meetings.**

BH

5.4 Governance Improvement Plan – Progress & Oversight

- The Director of Governance shared the following update:
 - The Governance Improvement Plan (GIP) would continue to be considered in depth by those committees with oversight responsibilities for one or more workstreams within the plan. This would ensure ongoing monitoring of progress moving forward.

- The Search, Performance & Remuneration Committee had oversight responsibility for the following areas within the GIP:
 - **Governance Effectiveness** – ‘Green’ RAG rating proposed, in line with extensive progress in simplifying governance papers, establishing a new governance structure for 2023-24 and ensuring clarity around scope and approach.
 - **Governor Succession Planning** – further work needed to address current Independent Governor recruitment gaps, and establish effective succession strategies for key leadership roles on the Board, e.g. Chair, Vice Chairs and Committee Chairs. As such, it may be appropriate to amend the RAG rating to ‘Green/Amber’ or ‘Amber’.
 - **Excellent College Reputation** – currently rated ‘Amber’, pending further development of the college’s brand strategy.

- The following discussion then occurred:

- The Chair of the Board reflected that the college’s current recruitment approach had historically not been sufficiently proactive, where recruitment campaigns were generally only triggered following the departure of a Governor from the Board. Instead, a more dynamic approach was needed, by establishing a ‘talent pipeline’ of potential Governors, that could be leveraged as vacancies arose. **Governors agreed.**

- The Chair of the Board also proposed that the RAG rating for the Governor Succession Planning, be amended to ‘Amber’. **Governors agreed.**

- **Action 5.4.1 – Amend the Governance Improvement Plan to report an Amber RAG status for ‘Governor Succession Planning, with appropriate commentary.**

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- The CEO & Principal suggested that the soon to be established Stakeholder Engagement Panels could also be utilised as an additional pathway for Independent Governor recruitment. This would be a similar approach to the use of Staff Think Tanks and Student Councils in targeting Staff and Student Governors. **Governors agreed.**

- **A Governor asked – could the Progress Update Commentary table be amended to restate the ‘Actions’ column in the Governance Improvement Plan, for ease of comparison?** The Director of Governance confirmed that this was feasible.

- **Action 5.4.2 – Update ‘Appendix B: Governance Improvement Plan Progress Update’ to include an ‘Actions’ column.**

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5.5 Governance Audit – Management Actions Tracker

- The Director of Governance shared the following update:

- Several actions on the tracker were not due for completion until later in the year, much of which was already in progress.

- MA4 detailed an action related to the need to ensure a clear governance framework for the Climate Action Group to report into. Given the environmental and social impact oversight responsibilities of the soon to be established Resources, Culture and Impact Committee, it was therefore proposed that this activity be allocated to that committee. **Governors agreed.**
- The following discussion then occurred:
 - **A Governor asked – could a status update be obtained on the management actions that had not been assigned to the Director of Governance as the individual responsible?** The Director of Governance advised that an update on these items would be shared at the next meeting.
 - **Action 5.5.1 – Include a status update on all management actions related to the Governance Audit for the next meeting.**
- **RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend to the Board that governance oversight of the Climate Action Group be allocated to the Resources, Culture and Impact Committee from 2023-24.**

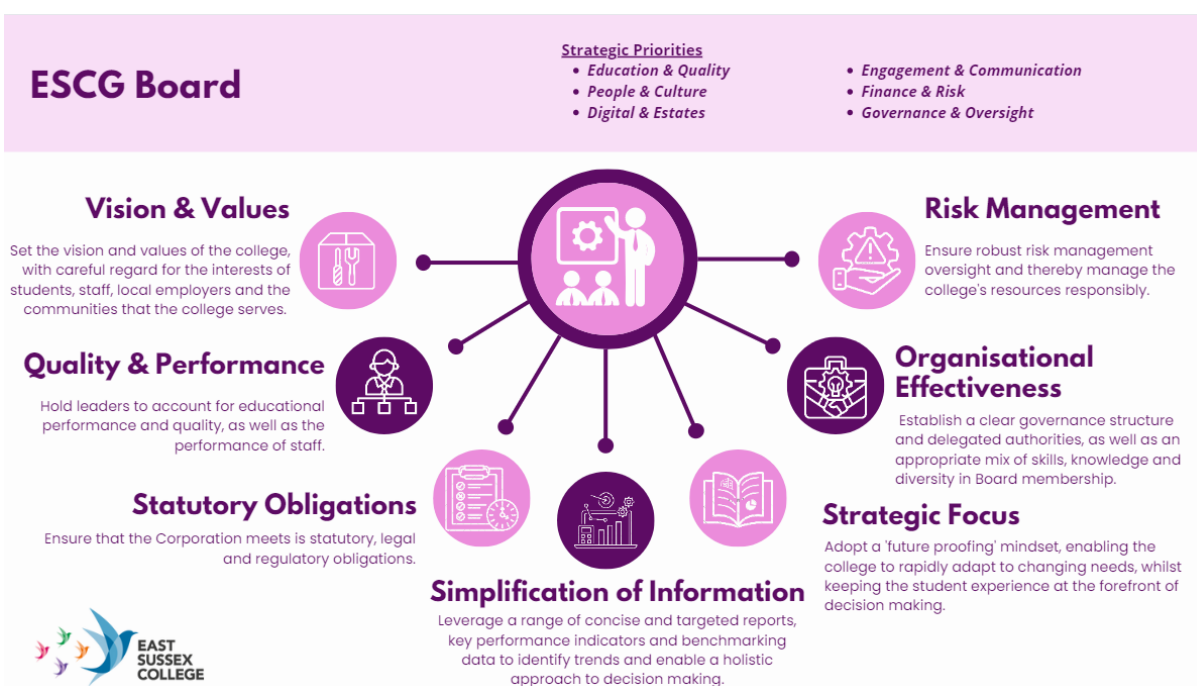
BH

Board Effectiveness

6) **BOARD & COMMITTEE RESTRUCTURE – 2023-24** **15:04**

6.1 Draft ESCG Board Context & Scope

- The Director of Governance directed Governors to the following proposed context and scope summary, related to the work of the ESCG Board:



- The Director of Governance then shared the following update:
 - This had been developed in a similar format to the new Committee Scope & Context documents in support of the new governance structure for 2023-24.
 - In addition to providing clarity on the duties and responsibilities of the Board, this would also provide a useful communication and induction resource for newly appointed Governors.
- The following discussion then occurred:
 - Governors agreed that the context summary provided a helpful and succinct outline of the key responsibilities of the Board, in an easily accessible format.
 - The Chair of the Board suggested that the context summaries should be reviewed within 12 months to ensure that they remained relevant and appropriate.
[Governors agreed.](#)
 - **Governors then thanked the Director of Governance.**
- **RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the ‘ESCG Board Context & Scope Summary’ to the Board for approval.**

6.2 Draft Committee Terms of Reference

- The Director of Governance shared the following update:
 - A consistent format, language and tone had been adopted in developing terms of reference for each of the committees proposed for 2023-24.
 - There had been greater use of delegating certain reports, key documents and policies to committee level, wherever appropriate.
 - The draft terms of reference were also being reviewed and proposed for approval by existing committees, wherever there was appropriate link in oversight responsibility.
- The following discussion then occurred:
 - **The Search, Performance & Remuneration Committee Chair asked – which terms of reference documents had already been reviewed and scrutinised by individual committees?** The Director of Governance outlined the following:
 - **Capital Development Board** – had recommended the draft CDB Terms of Reference to the Board for approval, subject to a change to core membership, to enable Student and Staff Governors to join the committee membership.
 - **People & Culture Committee** – had considered the Resources, Culture & Impact Committee Terms of Reference. Further details on the linkages with other committees had subsequently been incorporated, as well as duties to ensure an engaging and inspiring college culture for staff and students. This had been recommended to the Board for approval, subject to feedback from the Finance Committee.

	<ul style="list-style-type: none"> <ul style="list-style-type: none"> ▪ The remaining terms of reference would be considered by the Curriculum & Standards Committee and Audit, Risk & Compliance (ARaC) Committee. Similarly, the Search, Performance & Remuneration Committee would need to consider the ‘Governance, Performance & Reputation Committee’ terms of reference as well. ○ A Governor asked – why had the ARaC Committee included an extra section on ‘Skills & Expertise’ that had not been included in any other committee terms of reference? The Director of Governance explained that this was in response to requirements detailed within the FE & Sixth Form College Corporations: Governance Guide, which was unique to Audit committees. ○ The Chair of the Board noted that there remained a significant number of policies that still required Board approval. This should therefore continue to be a priority focus area moving forward. Governors agreed. ○ The IoD and ETF Reviewers committed to include advisory guidance around policies within the final External Governance Report. ○ The Search, Performance & Remuneration Committee Chair queried the use of the term ‘brand’ as opposed to the ‘reputation’ of the college. The CEO & Principal suggested that ‘identity’ may also be an alternative term. <ul style="list-style-type: none"> ▪ Action 6.2.1 – Explore potential alternatives for the term ‘brand’ in the SP&R Committee Terms of Reference. ○ A Governor asked – could the Curriculum Section within the ‘Curriculum, Skills & Quality’ Terms of Reference be updated to include ‘Adult Education’? The Director of Governance confirmed that this would be incorporated. <ul style="list-style-type: none"> ▪ Action 6.2.2 – Update the Curriculum & Standards Terms of Reference to include ‘Adult Education’ in the Curriculum Section. ● RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the following Committee Terms of Reference to the Board for approval for 2023-24, subject to their review/recommendation for approval at the remaining committee meetings scheduled during the Summer Term, 2023: <ul style="list-style-type: none"> ○ Audit, Risk & Compliance Committee ○ Capital Development Board ○ Curriculum, Skills & Quality Committee ○ Governance, Performance & Reputation Committee ○ Resources, Culture & Impact Committee <p>6.3 Draft Cycle of Business</p> <ul style="list-style-type: none"> ● The Director of Governance summarised the approach that had been taken to develop a new format Cycle of Business for the next academic year, which had been aligned with the Executive Team and had focussed on the following core objectives: <ul style="list-style-type: none"> ○ To maximise opportunities to delegate key reports/policy approvals to the committee level, with a view to reduce the burden of activity on the main Board. 	<p>BH/RC</p> <p>BH</p>
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- 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 will have 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 following discussion then occurred:
 - The Chair of the Board reflected that the Cycle of Business would continue to be reviewed, with a view for it to be updated as needed. There would also be a reliance on Committee Chairs to ensure that the full scope of business, as detailed in within the Cycle of Business, was being fully covered at each meeting, rather than being deferred. [Governors agreed.](#)
 - **RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the Cycle of Business for 2023-24 to the Board for approval.**

6.4 Draft Schedule of Governance Meetings – 2023-24

- Governors noted the following draft schedule of meetings for 2023-24:

Committee	Autumn Term	Spring Term	Summer Term	Joint Annual
Chairs Group	Monday 18th September 2023 15:00-16:30 <i>Lewes</i>	Thursday 11 th January 2024 15:00-16:30 <i>Virtual</i>	Thursday 18 th April 2024 15:00-16:30 <i>Lewes</i>	
Resource, Culture & Impact Committee	Thursday 28 th September 2023 15:00-17:00 <i>Eastbourne</i> Thursday 30 th November 2023 13:00-14.30 <i>Virtual</i>	Thursday 8 th February 2024 15:00-17:00 <i>Eastbourne</i>	Thursday 20 th June 2024 15:00-17:00 <i>Eastbourne</i>	Audit, Risk & Compliance Committee and Resources, Culture & Impact Committee Thursday 30 th November 2023 14:30-15:30 <i>Lewes/Hybrid</i>
Audit, Risk & Compliance Committee	Thursday 5 th October 2023 15:00-17:00 <i>Lewes/Hybrid</i> Thursday 30 th November 2023 15.30-17:00 <i>Lewes/Hybrid</i>	Thursday 7 th March 2024 15:00-17:00 <i>Virtual</i>	Thursday 6 th June 2024 15:00-17:00 <i>Lewes/Hybrid</i>	
Governance, Performance & Reputation Committee	Monday 30 th October 2023 15:00-17:00 <i>Virtual</i>	Monday 29 th January 2024 15:00-17:00 <i>Eastbourne</i>	Monday 13 th May 2024 15:00-17:00 <i>Eastbourne</i>	
Curriculum, Skills & Quality Committee	Monday 20 th November 2023 14:00-17:00 <i>(Pre-meeting – SAR Validation)</i> <i>Eastbourne</i>	Monday 26 th February 2024 15:00-17:00 <i>Eastbourne</i>	Monday 10 th June 2024 15:00-17:00 <i>Virtual</i>	
ESCG Board	Monday 16 th October 2023 14:00-17:00 <i>Hastings</i> Monday 11 th December 2023 14:00-17:00 <i>Hastings</i>	Monday 18 th March 2024 14:00-17:00 <i>Hastings</i>	Monday 8 th July 2024 14:00-17:00 <i>Hastings</i>	

Capital Development Board – Approximately Every 6 Weeks

Meeting 1	Meeting 2	Meeting 3	Meeting 4	Meeting 5	Meeting 6	Meeting 7
Thursday 21 st September 2023 15:00-17:00 <i>Virtual</i>	Thursday 9 th November 2023 15:00-17:00 <i>Eastbourne</i>	Thursday 18 th January 2024 15:00-17:00 <i>Eastbourne</i>	Thursday 29 th February 2024 15:00-17:00 <i>Eastbourne</i>	Thursday 25 th April 2024 15:00-17:00 <i>Virtual</i>	Thursday 23 rd May 2024 15:00-17:00 <i>Eastbourne</i>	Thursday 27 th June 2024 15:00-17:00 <i>Eastbourne</i>

Meeting Location Key:

In Person Meeting – Eastbourne	In Person Meeting – Lewes	In Person Meeting – Hastings
Virtual Meeting		Hybrid Meeting – Lewes & Virtual Option

	<ul style="list-style-type: none"> • The Director of Governance shared the following update: <ul style="list-style-type: none"> ○ The schedule ensured a distribution of meetings across each of the three main campuses. ○ Colour coding on the schedule indicated both meeting format (in person, virtual or hybrid) and location. • The following discussion then occurred: <ul style="list-style-type: none"> ○ The Chair of the Board reflected on the value of continuing the practice of joint meetings with the Audit, Risk & Compliance Committee in the Autumn Term to review the annual financial accounts. Given the audit focus of these discussions, the Chair of the Board suggested that there may be limited value in this practice moving forward. Governors agreed. ○ The Chair of the Board requested that the meeting schedule be amended to ensure a minimum of a two-week contingency period between the Audit, Risk & Compliance Committee meeting and the ESCG Board meeting in December 2023. Governors agreed. <ul style="list-style-type: none"> ▪ Action 6.4.1 – Reschedule either the Autumn Term 2 ARaC Committee meeting or the December 2023 Board meeting to ensure a two-week contingency period between meetings. • RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend the Schedule of Governance Meetings for 2023-24 to the Board for approval, subject to the agreed amendments. 	BH
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Strategic Items		
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7)	<p>REPUTATION & BRAND UPDATE 15:33</p> <p>7.1 The CEO & Principal shared the following update:</p> <ul style="list-style-type: none"> • Moving forward, the new Governance, Performance & Reputation (GP&R) Committee would have oversight of the college’s reputation and brand. As such, consideration would need to be given as to how this may be effectively measured. • ESCG had recently commissioned ‘Chalkstream’, who were an FE sector specialist in market and reputation research in education and public relations. Work was currently underway to develop a marketing and communications strategy for the college. • An update would be shared at the first meeting of the GP&R Committee in the Autumn Term, which would include a proposed strategy to develop the college’s reputation and brand, along with key measures of success, such as stakeholder feedback. <p>7.2 The following discussion then occurred:</p> <ul style="list-style-type: none"> • The Chair of the Board asked – who had Chalkstream met with as part of their initial assessment of the college’s brand and reputation? The CEO & Principal advised that representatives from Chalkstream had met with both herself and the Vice Principal – Student Experience, to outline key areas of focus and concern, e.g. tone, look & feel and consistency. 	
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	<ul style="list-style-type: none"> • Additionally, the CEO & Principal advised that Chalkstream would also meet with the Marketing Team to agree and develop the approach moving forward, for which the associated brief would be overseen by the Vice Principal – Student Experience. A mentoring and supportive process would be adopted in addressing key development areas. • The CEO & Principal also explained that Chalkstream would consider the structure and levels of skill and expertise within the Marketing Team, with a view for this to inform the recruitment strategy moving forward. • The Chair of the Board reflected that the current approach may be overly internally driven and asked – would it be helpful for Chalkstream to meet with the college’s external stakeholders and members of the Board to inform their view? The CEO & Principal advised that this had been carefully considered with Chalkstream and explained that stakeholder research had previously been conducted within the last 12 months, the findings from which had still yet to be addressed. This research had included feedback from local school headteachers and other stakeholders, which had already been shared with Chalkstream. However, there remained a number of fundamental focus areas from an internal standpoint that needed to be addressed as a priority. That said, the CEO & Principal recognised that the college’s reputation and brand was primarily measured through the views of external stakeholders, and reiterated that a key first step in developing a robust communication and branding strategy would be to address priority internal factors, such as consistency of message and tone. • The Chair of the Board reflected on the need to adopt a balanced approach, resolving any internal structural issues, whilst simultaneously addressing the college’s reputation and brand within the external environment. <i>The CEO & Principal agreed, noting the need to develop a fundamental communications and branding strategy, whilst remaining responsive to recent changes in the college’s reputation.</i> 	
8)	<p>SENIOR POST HOLDERS</p> <p>15:41</p> <p>8.1 A confidential discussion then occurred.</p>	
Policies & Key Documents		
9)	<p>POLICIES</p> <p>15:45</p> <p>9.1 The Director of Governance directed Governors to the Policy Summary Sheet and outlined the key changes that had been made to each of the policies due for review and approval.</p> <ul style="list-style-type: none"> • RESOLUTION – The Search, Performance & Remuneration Committee agreed to recommend each of the following policies to the Board for approval: <ul style="list-style-type: none"> ○ Instrument & Articles of Government ○ Standing Orders ○ Scheme of Delegation ○ Governor Code of Conduct ○ Governor Recruitment & Succession Policy 	

Close																													
10)	<p>ANY OTHER BUSINESS</p> <p>10.1 There were no further items for discussion.</p>	15:51																											
11)	<p>DATE OF NEXT MEETING</p> <p>11.1 Governors noted that the date of the next meeting had yet to be confirmed, though had been tentatively scheduled for 30th October 2023, 15:00-17:00 and was due to be a virtual meeting.</p>	15:52																											
12)	<p>LIVE COMMITTEE SELF-ASSESSMENT</p> <p>12.1 survey responses were received from Governors, via a Google Form:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">#</th> <th style="width: 70%;">ASSESSMENT QUESTION</th> <th style="width: 25%;">RESULT</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Did the agenda and papers arrive seven days in advance?</td> <td style="text-align: center; color: green;">100%</td> </tr> <tr> <td>2.</td> <td>Were the agenda and papers written with clarity?</td> <td style="text-align: center; color: green;">100%</td> </tr> <tr> <td>3.</td> <td>Were the issues considered at the meeting appropriate?</td> <td style="text-align: center; color: green;">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 style="text-align: center; color: green;">100%</td> </tr> <tr> <td>5.</td> <td>Was sufficient time available for thorough debate?</td> <td style="text-align: center; color: green;">100%</td> </tr> <tr> <td>6.</td> <td>Were you satisfied that the decisions were arrived at in a proper manner?</td> <td style="text-align: center; color: green;">100%</td> </tr> <tr> <td>7.</td> <td>Were you able to express your views?</td> <td style="text-align: center; color: green;">100%</td> </tr> <tr> <td>8.</td> <td>Was the meeting chaired effectively?</td> <td style="text-align: center; color: green;">100%</td> </tr> </tbody> </table>	#	ASSESSMENT QUESTION	RESULT	1.	Did the agenda and papers arrive seven days in advance?	100%	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%	15:53
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13)	<p>CLOSE</p> <p>13.1 The meeting closed at 15:54.</p>	15:54																											

Action Summary

Item	Owner	Action	Due Date
4.1.1	IM	Draft and issue a communication to the Board regarding the recent Governor resignations (Mark Fisher and Penny Coppins).	Complete
4.1.2	BH	Develop a procedure and associated guidance for managing poor attendance levels for governance meetings, with a view for this to include specific trigger points at which action should be taken.	30 th October 2023
4.1.3	BH	Promote the Independent Governor vacancies on the Rother Voluntary Action Group website.	Complete
4.1.4	BH	Schedule informal interviews led by a panel of Governors from the SP&R Committee membership and Director of Governance, with both of the candidates from which applications had recently been received.	Complete
4.2.1	IM	Meet with Becky Cooke to explore feasibility of her performing the RC&I Committee Vice Chair role.	3 rd July 2023
5.1.1	BH/RC	Explore the feasibility of arranging bitesize, in-house Governor training sessions on key areas of interest.	30 th October 2023
5.1.2	BH	Conduct a brief EDI survey for Student and Staff Governors.	30 th October 2023
5.1.3	BH	Cascade individual Skills Audit results direct to each Independent Governor.	30 th October 2023
5.3.1	BH	Issue a communication to Governors reminding them of the meeting format approach for 2023-24, as well as promote the availability of onsite quiet meeting rooms for use before/after governance meetings.	3 rd July 2023
5.4.1	BH	Amend the Governance Improvement Plan to report an Amber RAG status for 'Governor Succession Planning, with appropriate commentary.	Complete
5.4.2	BH	Update 'Appendix B: Governance Improvement Plan Progress Update' to include an 'Actions' column.	Complete
5.5.1	BH	Include a status update on all management actions related to the Governance Audit for the next meeting.	30 th October 2023
6.2.1	BH/RC	Explore potential alternatives for the term 'brand' in the SP&R Committee Terms of Reference.	3 rd July 2023
6.2.2	BH	Update the Curriculum & Standards Terms of Reference to include 'Adult Education' in the Curriculum Section.	Complete
6.4.1	BH	Reschedule either the Autumn Term 2 ARaC Committee meeting or the December 2023 Board meeting to ensure a two-week contingency period between meetings.	Complete