

## GOVERNANCE COMMITTEE MEETING

### Minutes

Date	28 September 2017	Time	10.00
Venue	Station Plaza Boardroom		
Chair	Vic Kempner		

#### Membership:

Vic Kempner (Chair); Dr Diana Garnham (Vice Chair); Tony Campbell OBE KSG FRSA (ex officio); Clive Cooke (ex officio); Graham How; Derek Stevens

**Apologies:** Principal (Clive Cooke)

**In attendance:** Staff (support) governor (Karen Cunnington)

Item no.	Item	Action
	The Chair welcomed DS to his first meeting.	
1.	<b>Apologies</b> were received from the Principal.	
2.	<b>Declarations of interest</b> There were no interests declared.	
3.	<b>RESOLVED: The draft minutes of the last meeting held on 17 May 2017 were agreed as a true and accurate record.</b>	
4.	<p><b>Matters arising on the minutes</b> It was agreed that it was important to put together some <b>joint activities</b> with SCCH and SDC. Suggestions were some briefing events for both colleges for governors to come together, a joint away day, tours of both colleges and link governors working together</p> <p>There was a discussion around <b>terms of office</b>. The Director of Governance noted that as the remaining legal entity SCCH governor's current terms of office would continue. There are no requirements in the Instrument and Articles around the number of terms of office governors serve but both colleges have maximum terms of office written into their Standing Orders which is important for good governance. Legal advice from Eversheds suggests that if all existing appointments are ended the new appointments could be reset as it is a 'new' Corporation with representation from both colleges. The stipulations would be:</p> <ul style="list-style-type: none"> <li>• That it is in the best interests of the institution</li> <li>• The appointments are limited to a shorter term</li> <li>• The appointments are there to retain continuity and progress the merger plan</li> <li>• It is an exception to the rule and the board in usual circumstances abides by a maximum term of office</li> </ul>	Chair/Dir Of Gov/ Principal



	<p><b>Governor on the HE Board</b> - the Chair noted that he had concerns about governor oversight of HE and the University Centre (UC). It was agreed that governors had been asking for detail on HE and the University Centre and it has not been dealt with appropriately. It was agreed that the key issue is whether HE has sufficient soft and hard oversight by the Corporation. The Committee clarified that this is not an issue with HE or the UC and College staff but about the Corporation's responsibilities regarding the quality of HE provision.</p> <p>Suggested ways to address the concerns were:</p> <ul style="list-style-type: none"> <li>• Strengthening CQS to have the oversight on HE</li> <li>• Carrying out an annual review</li> <li>• Setting up a HE strategy group which would be chaired by an individual with real expertise in HE</li> <li>• Focusing on performance indicators, quality of staff, success rates</li> </ul> <p>DG noted that there is a really good quality control measure in QAA but it is about governors being aware and knowing early enough when there is a need to make an investment into the area and taking a lead.</p> <p>The Chair of Corporation suggested that requesting models of HE boards within colleges to look at how these worked would be beneficial. DG reported on 4 colleges with HE (Chichester, Winchester, Croydon and East Midlands) and agreed to feedback to the Committee.</p>	<p>DG</p>
<p>5.</p>	<p><b>Governance merger plan timeline from FEA</b></p> <p>The Committee noted the timeline and agreed it was helpful. There was a discussion on how the Governance Committee can support the Transition Board around governance matters.</p> <p>It was agreed that if the Governance Committees from both colleges were involved in the sharing of proposals and recommendations to the TB around governance this would pool expertise and help to support the TB.</p> <p>DG suggested that Code of Good Governance headings would be a useful way to look at governance for the 'new' board and local boards. She noted that good governance is about the right structures to make the right decisions with the right people. By looking at the diversity statement, the vision and how stakeholders are involved are all key areas would help with the governance of the 'new' college. It was agreed that the setting up of a 'new' board was an opportunity to test against good practice and the Governance Committees could be instrumental in showing what needs to be input to the top board to make the best decisions.</p> <p>The Director of Governance noted that the SDC board has similar governance set up to SCCH.</p> <p>The Committee discussed the concept of the local boards and the important role they would have in the protection of Hastings and Rother within the group structure. It was agreed that local management was needed to retain this local focus.</p> <p>The Committee considered the governance item on the 28 September Transition Board – the process for the appointment of a chair for the 'new' board. Unlike the CEO designate role which is a fixed term appointment the Chair will start out on day one with a new Corporation on a long term basis. The Committee felt that recruiting an independent chair was a red line.</p>	<p>Dir of Gov</p>



	<p>Areas to focus on included:</p> <ul style="list-style-type: none"> <li>• An awareness and sensitivity around the local perception of takeover is important</li> <li>• The Committee considered the huge amount of work needing to take place for the merger and whether the interim CEO will take away too much from the role of the Principal of SCCH. The Committee questioned how much of the Principal’s responsibilities were being delegated to the VPs and if this was working successfully. It was agreed that it was important to ensure that the focus on students, the resources available to them and support available did not deteriorate during the merger plan</li> <li>• There is a desire for local college continuity. The Committee felt that the Corporation were confident that the Chair of Corporation at SCCH has a commitment to the College and its locality.</li> <li>• The Chair of Corporation asked what arrangements would need to happen if the search for a new chair was unsuccessful. It was suggested that the search would continue and in the interim the TB arrangements would continue</li> <li>• The Committee questioned when staff would be made aware of the decision for SDC to dissolve and progress on the merger</li> </ul> <p>DG questioned whether the continuity of governance and leadership could be put into due diligence processes currently taking place.</p> <p>It was agreed that the colleges are merging for resilience and to step up to East Sussex and its complexities in a changing environment.</p> <p>The Committee considered the different processes for the recruitment of a new chair. DG noted that example of setting up a search committee and hiring a consultant to support the search committee and ensure the panel operates well. DS noted that a panel set up of local authority members or the business, parent/student/stakeholder community would work well.</p> <p>The Committee considered the attributes for the new chair role and agreed that key for the role were:</p> <ul style="list-style-type: none"> <li>• An eye for quality</li> <li>• Being able to manage a board and being an experienced chair in a range of settings</li> <li>• A positive track record of success and financial acumen in mergers</li> <li>• Inspirational leadership.</li> <li>• Passion for education in East Sussex but doesn’t have a bias to either college</li> <li>• Committed to the development of post 16 education in East Sussex</li> <li>• How staff of the new college see the Chair is very important</li> </ul> <p>The Committee considered how the new board could continue to engage with both the current chairs in an ambassadorial way. The Chair of Corporation noted that there had been some discussion about the two current chairs becoming vice chairs for a limited time and it was agreed this could work well.</p>	Principal
6.	<p><b>Membership matters</b></p> <p>a. <b>Board profile.</b> The Committee considered the board profile. The Chair noted that the profile is not far from the AoC’s annual benchmark</p>	VK



	<p>average. The Committee questioned whether they wanted to be different</p> <p><b>b. Corporation membership and succession planning</b></p> <p>The Chair reported that there had been 6 expressions of interest since the last meeting. The Chair has held initial meetings with the majority and reported the following:</p> <ul style="list-style-type: none"> <li>• It was proposed that subject to the board skills gaps suitable candidates could be put onto the board ASAP</li> <li>• The Committee considered the new draft governance structure with the main and local boards and how governors would fit into this model. There was a short discussion on whether students and staff would sit on the main board and the Director of Governance noted that the current statutory rules would require at least one staff and one student governor</li> </ul> <p>The Chair agreed to put together a pen portrait and recommendations on the individuals and circulate to the board.</p> <p>DG reported that a company she was involved with had run a professional advert for governors pitched to offer non-executive director training for successful applicants and had received over 100 applications.</p> <p>Renewals</p> <p>The Committee considered and recommended to approve the following:  <b>RESOLVED: The Committee recommended to approve the renewal of Steve Baldry as a co-opted governor on the CQS Committee for a one year period from 18.10.17-17.10.18 (or 28.03.18 if the merger takes place).</b>  <b>The Committee recommended via electronic resolution the following:</b>  <b>RESOLVED: Pat Farmer's term of office to be extended by two days to 28.03.18 and Vic Kempner's term of office to be extended from 01.02.18-28.03.18.</b></p> <p><b>Chair of Corporation's performance review 2016-17</b></p> <p>The Committee noted the performance review and agreed it was positive. The Director of Governance noted that 2 governors had requested a 121 with the Chair of Corporation. DG questioned how individuals know they are making the expected contribution if they do not meet with the Chair. The Chair noted that if there were areas of concern with governors these were addressed quickly by himself or the Director of Governance and he was always available to meet with governors if needed. The Chair added that he follows up on any concerns that are raised in the Corporation self-assessment.</p> <p>The Committee considered whether the Corporation is utilising all the skills and expertise of all governors. There is a culture of asking governors to volunteer rather than asking them for support which could be improved.</p> <p>The Chair of Corporation noted that there is cohesion on the Corporation and a sense that governors work well together.</p> <p>It was agreed that for the 'new' board it may be necessary to formalise the process of governor 121s and appraisals and the advice in the Governance Code would be useful to refer to.</p>	
<p><b>7.</b></p>	<p><b>Statutory Matters</b></p> <p>The Directors of Governance are working together on all statutory documents to ensure that a full set of documents will be available for the 'new' board to consider at its first meeting. A draft will be available for the February 2018 Governance Committee</p>	

8.	<p><b>Governance Quality Improvement Plan (QIP)</b> The Committee agreed that the Governance QIP is a good process. Items discussed included:</p> <ul style="list-style-type: none"> <li>• Strategy day and agenda – whether SCCH need their own strategy day. It was agreed that the biggest danger is not keeping an eye on the day to day running of the College and governors need to keep focused as it has a priority to fulfil its duties to SCCH as well as to the merger</li> <li>• The ‘new’ board will look at the existing strategies and will look at how to integrate them</li> <li>• The College is special in terms of supported learning and whether this comes across strongly enough. A look at the College’s strengths, and whether they will they be the same strengths going forward is important</li> <li>• A focus on how the College supports Hastings and Rother and how the strategy focuses on that connection</li> <li>• Both colleges will still focus on their strengths and needs.</li> <li>• The right messages about the merger are essential</li> </ul>	Chair/ Principal
9.	<p><b>Governor performance</b> <b>a. Self-assessment outcomes and actions for 2017-18</b> The Committee noted the self-assessment results. <b>b. Board development for 2017-18</b> It was agreed that board development is important as it affects the board and its decision making. Suggested areas for board development for this year included:</p> <ul style="list-style-type: none"> <li>• Apprenticeships – changes in government thinking</li> <li>• T quals which are a big opportunity for the College</li> <li>• Keeping up to speed on current developments</li> <li>• Vertical integration from primary to secondary to FE and HE.</li> </ul> <p>The Director of Governance noted that corridor walks, lesson observations and board development sessions will be circulated shortly</p>	Dir of Gov
10.	<p><b>Public Value Statement</b> The Committee agreed with the public value statement and its publication on the governance area of the website.</p>	Dir of Gov
<b>ITEMS TO NOTE</b>		
11.	<p><b>Attendance and Governor Involvement</b> <b>Review of attendance at meetings and board development in 2016-17.</b> <b>To consider board development for 2017-18</b> The Committee noted the positive attendance and agreed that governors get involved in many areas of College life.</p>	
12.	<p><b>New Charity Governance Code</b> <a href="https://www.charitygovernancecode.org/en">https://www.charitygovernancecode.org/en</a> The Committee noted the new Code.</p>	
13.	<p><b>AOB</b> - there were no items raised.</p>	
	<p><b>Meetings for 2017-18</b> 7 February 2018; 16 May 2018 (all 10am starts)</p>	

Meeting closed: 12.00

Attendance 2017-18: 83%  
Length of meeting: 2 hrs