

## SEARCH AND GOVERNANCE DEVELOPMENT COMMITTEE MEETING

### Minutes

Date	9 September 2015	Time	10.00
Venue	Station Plaza – Boardroom		
Chair	Vic Kempner		

#### Membership:

Vic Kempner (Chair); Tony Campbell OBE KSG FRSA (ex officio); Clive Cooke (ex officio); Dr Diana Garnham; Graham How; Ken Melsom MBE JP

#### Apologies:

#### In attendance:

Item no.	Item	Action
1.	<b>Apologies</b> Dr Diana Garnham will start as a member of the Committee from the next meeting.	
2.	<b>Declarations of interest</b> There were no declarations received.	
3.	The draft minutes of the last meeting held on 16 June 2015 were agreed as a true and accurate record.	
4.	<b>Matters arising on the minutes</b> <ul style="list-style-type: none"> <li>The Clerk reported that Education Training Foundation Bid (ETF) bid had been successful and a strategic look at the Corporation's succession planning processes will go ahead this year.</li> <li>The Clerk reported that Chichester College has offered to host a session with Chairs and SLT to provide insight into an Outstanding college. The Principal reported that the college is strong and robust and would provide examples of good practice to take away. The Chair of Corporation noted that there is currently so much change in the FE sector that involves Corporations that timing may be an issue. He also noted that he would prefer to visit a college that has a similar profile. It was agreed that due to the area reviews the Corporation's time would be taken up with this agenda and it was agreed to defer the visit to an Outstanding college to a later date. The Principal confirmed that Area Reviews were estimated to take a year and a half to complete nationally.</li> <li>The Chair reported that he had attended the Chamber of Commerce breakfast at Ore Valley to speak about governor roles and a number of expressions of interests were received which he is following up.</li> <li>The Principal reported that the College has appointed a Student President on 3 days per week salaried. The Chair of F&amp;HR thanked</li> </ul>	Clerk

	the Principal for the decision and the appointment.	
5.	<p><b>Membership Matters</b>            Succession planning            The Clerk reported that following a meeting earlier today Graham How has decided to stand down at the end of his term of office in March 2016. The Committee noted that Graham would be missed and that he was a great asset to the Corporation. Graham asked to continue in his role on Plaza Trading and the Committee agreed he played a key role.            The Chair asked the Principal about progress in recruiting a governor from the LEP. [confidential note] The Chair reminded the Committee that part of the succession planning process is allowing flexibility in governor roles to attract key individuals.            The Clerk reminded the Committee that a number of governors' terms of office are ending over the next year and she confirmed that all have been contacted and are happy to be recommended for re appointment. .</p>	<p>Clerk</p> <p>Principal</p>
6.	<p><b>Statutory Matters</b>            The Code of Good Governance for English Colleges            The Committee considered the Code, areas of the Code where the Corporation is not compliant and further work required. The Chair noted that the Charity Commission's Essential Trustee had been updated and circulated to governors and the Chair and Clerk have reviewed the document. A summary looking at the Charity Commission's areas of compliance which are relevant to the Corporation will come a future meeting for information. The Clerk reported that the main areas to follow up are around community engagement, length of governor appointments and EDI. The Chair of F&amp;HR noted that the Code is voluntary and the Clerk explained that the Code needed to be referred to alongside the Corporation's Instruments and Articles of Government, Standing Orders and areas of charity law and other key legislation. Areas of noncompliance in the non-statutory areas will still need to be appropriately explained.            The Committee discussed governor liability and the Principal noted that for subcontracting the College is a limited liability company. The Chair of F&amp;HR: noted that a tick list confirming areas of compliance would be helpful for governors.            The Principal noted that there is no obvious liability for Corporation members around subcontracting and any comeback would be directed at senior managers. He added that as the College is tied up contractually there would be limited liability only with the SFA looking at why the College had insufficient rigour in place.            The Chair of Corporation referred the Committee to the section of the Code around support for the Principal and Clerk and appraisals. He noted that over the last 18 months there have been improvements and changes in openness and transparency around remuneration. He explained that through the year he held one to one meetings with the Principal to discuss performance of both the Principal and SLT. All independent governors are provided with the</p>	<p>Clerk</p> <p>SLT</p>



	<p>opportunity to feed comments into the Principal's performance review and are sent the performance objectives/targets for the year. The Chair of Corporation holds a meeting with the Principal to conduct the end of year performance review and a summary report is sent to the Remuneration Committee. The same process takes place for the Clerk. The Chair of Corporation reported that he felt it was important for the full board to have responsibility for the process and that he feels the system is appropriate. He asked the Committee whether they felt the process followed best practice. The Chair noted that he agreed that the process was appropriate and pragmatic and the Committee endorsed it fully. The Principal noted that with the current Chair of Corporation this process works well.</p> <p>The Chair of F&amp;HR reported that the Corporation has moved forward tremendously in the last couple of years around remuneration matters. He reminded the Committee that the Corporation wanted a role in the decision making for remuneration of the Principal and other SPHs and the terms of reference have been updated to reflect this request.</p> <p>The Chair suggested that the Clerk includes the process in the Remuneration report to Corporation on the 7 October as a reminder to independent governors.</p> <p>The Chair asked the Committee to consider whether to recommend to Corporation the adoption of the Code and the Committee was in agreement. The Chair noted that due to the strategic focus on the Area reviews the item and summary meeting report would go forward to Corporation in December. The Clerk reminded the Committee that there was further work to do in looking at areas of noncompliance and the importance of full and meaningful explanation in areas where the Corporation did not wish to comply.</p> <p><b>RESOLVED: The Committee recommended to approve to Corporation the adoption of the Code of Good Governance for English Committees. Proposed: VK; Seconded: GH. CARRIED</b></p>	<p>Clerk</p> <p>Committee</p>
<p>7.</p>	<p><b>Governor Performance</b> Self-Assessment – analysis, outcomes and actions of self-assessments The Committee considered the responses to the survey and the analysis from the Clerk. The Chair reported that he will meet with individuals about specific comments and concerns. This process had worked well last year and provided meaningful outcomes to feedback given by governors. The Chair of Corporation picked up the comments around Value Added and reported that the College is in a learning curve in producing VA data and commended the SLT on providing information when requested. He noted that VA data will be more enhanced this year. The Chair of Corporation noted his role as link governor for CEIAG. He explained that there is a major role within colleges at the moment around career development and employability and questioned whether his role should be extended to include work experience and employability. The Principal reported that it is a key performance management objective for the Principal, Deputy Principal and VP EES and is one of about 5 or 6 key measures of success for Ofsted. The Committee noted that a presentation or report on where we are would be useful for the Corporation. The Principal reported that</p>	<p>Chair</p> <p>Chair of Corporation /Clerk</p>

	<p>details will be available in the SAR and demonstrate that work has been done but there is more to do going forward. The Principal agreed to include an update in the Principal's briefing to Corporation.</p> <p>The Principal explained that personal and social development is taught as part of the employability curriculum within the context of getting a job. Students are taught to develop skills on how to be more employable. Advice and guidance sits under Student Services.</p> <p>GH asked if the College carried out employability training like the Barclays adverts. The Principal agreed that the Barclays model is very good and that its adaption to schools and colleges has been purchased by the College.</p>	Principal
8.	<p><b>Planning for the Corporation Strategy Day – 11 March 2016</b></p> <p>The Chair and Principal reported on Area reviews and its importance to the Corporation and the College. The emerging strategic plan is centred on the opportunities and threats to the College. The two areas are standards and finances. The Principal agreed that the timings for the strategy day may have to change dependent on progress of area reviews. After discussion it was agreed that a January meeting would inform the agenda better. The Committee proposed a date of 11 January and the Clerk agreed to circulate. It was agreed to retain the March date. It was suggested that Phil Friar would be a useful speaker for the day.</p> <p>The Chair and Principal reported that there is no requirement for schools to be involved in the area reviews. The Committee voiced its concerns about this decision and saw it as a missed opportunity, particularly in Hastings and Rother. The Chair of Corporation reported that there needs to be cohesion and path going forward to do the best for the young people of Hastings. The Chair reminded the Committee about the AoC webinar around the reviews which is taking place on Monday 14 September. The Clerk noted this had been circulated to the Corporation.</p>	Clerk Principal
9.	<p><b>Governance QIP</b></p> <p>The Clerk reported that the Governance QIP will be produced as part of the self-assessment review (SAR) and the approval of the new Strategic Plan. The Clerk noted that key governance actions would continue to be monitored and progressed in the interim.</p>	
10.	<p><b>Attendance and Governor Involvement</b></p> <p>The Committee noted the review of attendance at meetings and training sessions and agreed there were no areas of concern.</p>	
11.	<p><b>Training and governor development for 2015-16</b></p> <p>The Committee considered the Link Governor scheme and asked the Principal for his views. The Principal reported that he felt comfortable with Corporation members visiting areas of the College and saw the benefits for governance and the College. He noted that he had a clear understanding of governance and the boundaries between governance and management and the Chair noted that the protocols for visits gave clear instructions for governor and management behaviour. The Committee considered further the individual link governor schemes following the request in 2014 from International for a link governor. This had been deferred due to a shortage of suitable independent governors. It was agreed the link would be extended to any area a governor felt genuine passion and interest and would be based around mentoring and support. The Clerk agreed to roll out. The pilot to be reviewed at the next meeting.</p>	Clerk

	The Chair of Corporation reminded the committee that PPRs are very powerful way for governors to be engaged with the College.	
12.	<p><b>Review of the Clerk to the Corporation's independence</b></p> <p>The Committee noted that review and confirmed the independence of the Clerk. The Committee asked for the Clerk's view of her independence and she confirmed that she was able to carry out her role independently. Meetings take place with the Principal and with the Principal and Chair of Corporation to inform governance and the clear reporting line was to the Chair of Corporation.</p>	
13.	<p><b>AOB</b></p> <p>There were no items received.</p>	
	<p><b>Meetings for 2015-16</b></p> <p>Wednesday 24 February 2016; Wednesday 11 May 2016 (all 10am starts)</p>	

Meeting closed: 11.28

Attendance for 2015-16:100%  
Meeting length: 1hr 20mins