

CENTRAL SUSSEX CORPORATION

Minutes of a meeting of the Governance and Search Committee Held at 5.00 p.m. on Monday, 9th November 2009 in T11 at Crawley Campus

Membership: Mr. C. Behagg, Mr. P. Berry*, Mr. M. Froud*, Mr. P. Harding*, Mr. J.A. Peel (Chair)*, and Dr. R. Strutt.*

Also in attendance: Ms A. Henry, Mr. P. Mansfield-Clark, Mr. N. Whitley (Clerk), Mrs D.M. Redford.

* = present

APOLOGIES FOR ABSENCE

1. Apologies were received from Clive Behagg and for lateness from Paul Harding.

DECLARATION OF INTERESTS

2. There were no interests to declare.

MINUTES OF THE MEETING HELD ON 18TH JUNE 2009

3. The minutes of the meeting held on 18th June, were signed as a correct record.

MATTERS ARISING

4. **Matters Arising/5:** The Clerk confirmed that he had received an email from the Chief Executive of FESussex advising that four Colleges including Central Sussex College had indicated an interest in the development of shadowing arrangements. The Chief Executive suggested that FESussex publicise the scheme on their website but the practical arrangements be undertaken direct by the Colleges concerned. The Committee considered that the Clerks were best able to organise the shadowing arrangements. The Chair confirmed that he would be keen to attend a Corporation Meeting at another College.
5. **Membership of the Corporation/9:** This item was to be covered later in the Agenda. Mark Froud confirmed that he would seek to use his business contacts to find potential applicants for the Corporation, although it was agreed that further work was required on identifying the skills gaps before this could be best achieved.
6. **Corporation Succession Planning/28:** It was confirmed that Paul Harding was taking responsibility for Corporation Succession Planning within his remit as Vice-Chair.
7. **Co-option to Committees/34:** The Deputy Clerk confirmed that letters had been sent to Dorothy Hatfield and Janak Shah with regard to their re-appointment as Co-opted Members of the Audit Committee.

MEMBERSHIP OF THE CORPORATION/CORPORATION SUCCESSION PLANNING/GOVERNANCE SELF ASSESSMENT

8. It was agreed to take this item and item 10 Governance Self Assessment, together. The Equality & Diversity Analysis for Corporation Members and a paper on Succession Planning were tabled. It was confirmed that the Equality & Diversity Analysis was a review of the complete Corporation.
9. The Analysis highlighted the imbalance of male to female Members on the Corporation. The Clerk advised that the ethnicity of Members appeared to be representative of both the College and local population. The age range also demonstrated a fair balance although it was considered that it would be valuable if the Corporation could attract more Members in the younger age brackets. Overall the Committee agreed that the analysis was useful for both comparative purposes and identifying potential gaps for future Corporation recruitment purposes.
10. The Clerk referred the Committee to his tabled paper titled Succession Planning which outlined the recent Conference he attended on Governance and Succession Planning. He confirmed that the event had been somewhat disappointing as it was less focussed on governance than he had expected, however a number of useful issues were considered and some helpful information obtained.
11. The Committee noted the information in the paper citing examples of succession planning from other College Corporations. Some of these examples had elements of our own Corporation, Local Community Board and Co-option structure. The Clerk outlined the annual review undertaken by a Sussex college corporation of their Corporation Members. He confirmed that he had also attended an AOSEC Clerks meeting recently at which an OFSTED Inspector had provided a presentation on the new Common Inspection Framework. It was evident from the presentation that OFSTED will be looking more closely at the impact Corporations have on raising standards and providing strategic leadership. In particular the profile of self assessment of governance by governing bodies has been raised and this will be looked at more closely in future inspections.
12. The Clerk reminded the Committee that the usual Governance Self Assessment Questionnaire (based on "The Good Governance Standard for Public Services") had been sent out to all Corporation Members. Only four completed questionnaires had been received and this was not a sufficient response for evaluative purposes. The Committee concluded that the questionnaire had really provided quantitative information only, rather than data of a qualitative nature.
13. An analysis of the new skills and composition audit was tabled. The Clerk confirmed that to date 12 responses had been received using the new online version. The information had only recently been received and there had not been adequate time to fully digest the data provided; responses were still to be received from a number of Members whose skills and expertise were crucial to provide an all-round picture of the Corporation's current composition.
14. A number of aspects arising out of the analysis were discussed by the Committee including the importance of the Membership comprising Members

of a high calibre and a committed attitude. It was acknowledged that Members may have to balance their time because of their other competing commitments but their membership and input was extremely crucial to a successful Corporation.

15. The Committee recognised and supported the fact that payment to Corporation Members was not allowable under the Instrument & Articles of Government; however it was noted that such payments were now more common in other areas of the voluntary sector to ensure the time and commitment of non executive members. The regulator's drive to increase the requirements on Members may push the sector towards payment.
16. The Committee recognised that a number of key Members had served with the Corporation since (and during) the merger, these Members would be reaching the end of their permitted terms of office in the not too distant future and the focus should be on ensuring that succession planning was in place.
17. The Committee noted that governance self-assessment was a key component of the move towards Excellence. The Clerk proposed that the Committee could not usefully discuss Corporation succession planning and governance self assessment to any great degree at this meeting, he suggested that further work was required on the skills audit to inform Corporation Membership requirements and succession planning. As these items were inextricably linked with governance self assessment he recommended that all these issues be discussed at the Committee's next meeting in March, by which time some more in-depth work and analysis could be undertaken.
18. **In view of the work required on the skills audit and succession planning, it was agreed to recommend to the Corporation that the determined membership be reduced to 16 until such time as the Committee had a clearer view of the Corporations future membership requirements.**
19. **The Committee in recognising the importance of both Self Assessment and Succession Planning agreed to recommend that a Task & Finish Group on Governance be formed to look at these items.** The Committee considered that Paul Harding should Chair this Group (subject to his agreement). Michael Easter and Tony Hyams-Parish were considered as likely Members for the Group and the Clerk would contact them to see if they would be willing to join. Annie Henry and Peter Mansfield-Clark were also requested to join the membership of the Group.
20. **It was agreed by the Committee that the Chair of Corporation and the Clerk would establish the Terms of Reference for the Task & Finish Group (Governance).**

CAPITAL COMMITTEE

21. It was agreed to defer this item until the arrival of Paul Harding.

GOVERNANCE OVERSIGHT OF OAKMEEDS COMMUNITY COLLEGE PROPOSAL

22. A summary paper on the Oakmeeds Community College Proposal was tabled. The Principal outlined the background to the proposal to develop an Enterprise Sixth Form at Oakmeeds Community College and reminded the

Committee of the need to improve the participation rate of young people in education and training and their attainment of Level 2 by age 17 and Level 3 by age 19 in Burgess Hill.

23. The Principal confirmed that the Proposal had been placed before the Local Community Board, Curriculum, Quality & Standards Committee, Corporation and also the Area Partnership Board; where it had met with support in principle, but more work was now required on the detail. In view of the resources required for such a proposal and to ensure the sustainability of the Enterprise Sixth Form there needed to be some framework of governance oversight in place. The Corporation had requested the Governance & Search Committee to consider the governance arrangements for such a project and in particular whether to propose to the Oakmeeds Board of Governors that a joint Committee be established to oversee the governance arrangements.
24. The Committee were referred to The Collaboration Arrangement Regulations 2007 that set out the legal basis for establishing joint committees. The section on associate members (a person appointed by a joint committee as a member but who is not a member of a collaborating body) was highlighted.
25. The Committee had a lengthy discussion in relation to both the Proposal and in particular the financial and funding aspects including risk. It was noted that the Sixth Form Enterprise Centre would be the responsibility of the College to both establish and manage it. The Committee whilst recognising the importance of a Centre for the Burgess Hill community expressed the importance of understanding the investment required. The Committee confirmed that a business case and risk assessment must be undertaken.
26. The establishment of a joint committee was considered in some detail by the Committee. **It was agreed to propose that the Principal and Clive Behagg (subject to his agreement) represent the College on the joint committee. Potential Associate Members were considered and these included a member of the Local Community Board and Anahita Henry. The Principal and the Clerk would communicate a proposal to Colin Taylor at Oakmeeds for presentation to his Governing Body at their meeting the following week.**

LOCAL COMMUNITY BOARD PARENT MEMBER

27. The Committee noted that four applications had been received for the position of Parent Member on the Local Community Board (LCB). **All four applicants had strong CVs and the Committee agreed that they should all be offered a place on the LCB.** The Committee considered that the parent body was a useful recruiting channel and that the LCB could be used as a stepping stone for future Corporation and/or Committee membership.

Paul Harding arrived at 6.00 pm.

FINANCIAL MANAGEMENT & CONTROL EVALUATION (FMCE)

28. Three additional papers were tabled; a letter confirming the LSC's assessment of the College's financial health over the years 2009-12, an extract from an Internal Audit Report on the monitoring of staff utilisation levels and copies of amended pages of the FMCE. The Committee noted that the Audit Committee had considered the FMCE document at their last

meeting, but that it had been referred to the Governance & Search Committee to consider the governance elements in the document. The required Improvement Plan (Part 2) had also now been completed following the Audit Committee meeting. The Clerk advised the Committee that it would be helpful if they could focus on the judgements made and the summary of grades listed on page 2 of the FMCE document.

29. The Improvement Plan and grades were discussed. It was suggested that the College had perhaps been quite hard on grading itself, as some aspects influencing the financial planning had been outside of the College's control. The issue of long term planning was discussed and the difficulties facing the College recognised; however the Committee considered that the College responded well to issues as they arose. The level of exposure of the College's solvency was considered including the implications of the LSC refusing to support the loan application.
30. The Clerk referred the Committee to the Improvement Plan and pointed out that the £660k in the first Action should read £600k. He outlined the weaknesses and the proposed actions and confirmed that the only significant point raised by the Internal Auditors had been included as the third item in the list of weaknesses. The Committee noted the work currently being undertaken to address the issue of staff utilisation.
31. The Committee considered the letter from the LSC titled "Central Sussex College Financial Plan 2009-2012", this had been received following the Audit Committee meeting. The LSC had agreed with the College self assessed grade of Satisfactory in years 2008/09 and 2009/10 but considered that the years 2010/11 and 2011/12 should also be graded Satisfactory rather than the Good grade assessed by the College. It was noted that the impact of the capital spend and the planned maintenance required was more than had been previously anticipated. The Chair of Resources stated that the appropriate grading depended upon how the grades were defined, but the College needed to build up its reserves before it could class itself as Good in terms of its financial health.
32. **The Committee agreed the FMCE document for onward transmission to the LSC including the Improvement Plan and the summary of grades included in Part 1 of the document.**

CAPITAL COMMITTEE

The Committee returned to this item.

33. Paul Harding reminded the Committee that the Task & Finish Groups had been set up with the remit to consider a particular project/issue. The Task & Finish Group (Masterplan) had its origins in the Project Team established to oversee the property developments at the Haywards Heath campus. This Team was subsumed into a Task & Finish Group to also consider the Crawley Masterplan.
34. At their last meeting, the Task & Finish Group reviewed the requirements for overseeing capital developments, concern was expressed that there was now also an additional longer term need to address the strategic oversight of the accommodation and capital requirements for the College. As these

requirements went beyond the remit of the Task & Finish Group it was considered that a Capital Committee should be established.

35. The Committee was reminded that the proposal to establish a Capital Committee had been considered by the Corporation at their meeting on 19th October where it was agreed that the Governance & Search Committee should review this proposal.
36. The Task & Finish Group had looked at a number of proposals and issues that needed to be resolved including overseeing the Haywards Heath campus, capital expenditure and IT. In view of the longer term nature of these issues it was considered that a Capital Committee should be established that also embraced the Task & Finish Group (Masterplan) role.
37. The Committee discussed the proposals including the membership and quorum requirements and it was considered that Paul Harding should be asked to Chair the Capital Committee. The Committee was conscious of the workload being placed on Paul Harding particularly as he had also been nominated to Chair the new Task & Finish Group on Governance.
38. **The Committee agreed to recommend to Corporation that a Capital Committee be established and that Paul Harding should Chair this Committee.**

REVIEW OF ACADEMIC YEAR 2008/2009 AND ASSESSMENT OF COMMITTEE'S PERFORMANCE

39. The Committee noted the review of the academic year 2008/2009. It was agreed that further responses to the questionnaire were required from the Committee before a thorough analysis could be undertaken and conclusions reached. This item would be considered at the next meeting of the Committee.

REVIEW OF TERMS OF REFERENCE FOR THE GOVERNANCE & SEARCH COMMITTEE

40. **The Committee agreed to recommend to the Corporation the proposed amendments to the Committee's Terms of Reference.**
41. The Committee considered the widening of its membership. **In recognition of their expertise and experience it was agreed that both Anahita Henry and Peter Mansfield-Clark be appointed to the membership of the Governance & Search Committee.**
42. **In view of the increased membership of the Governance & Search Committee, it was agreed to recommend to the Corporation that the quorum for meetings of the Committee be increased to three, not including the Principal.**

REVIEW OF CORPORATION/COMMITTEES INCLUDING ATTENDANCE REPORT

43. The Committee noted the Attendance Report. It was confirmed that the Corporation's Standing Orders state an expectation of at least an 80% level of attendance. This was questioned by the Committee as a high standard to be

achieved bearing in mind Members' other commitments. The Committee recognised that the Attendance Report provided a historical record and should be considered as part of the deliberations of the Task & Finish Group (Governance).

ANALYSIS OF ACADEMIC YEAR REVIEW

44. This item was considered earlier in the Agenda with items 5 and 10.

GOVERNANCE SURVEY

45. Mark Froud introduced this item confirming that the Internal Auditors had introduced a self-assessment survey that comprised a three point scale to rank key indicators for its review of governance. At the July meeting of the Audit Committee the Internal Auditors questioned the priority listing or ranking provided by the College on the grounds that too much effort was dissipated across a range of issues. The College had ranked all but one of the indicators as 1 (very important) as it was considered that they did not fall into a moderately important (grade 2) or not important/relevant (3)
46. The Audit Committee expressed concern to the Internal Auditors the value of having only a three point scale to rank key indicators for governance and suggested this be changed to a five point scale to provide a more appropriate ranking system.
47. It was confirmed that it was planned to use the Governance Survey for benchmarking purposes with other Colleges (audited by Tenon) therefore any change to the ranking system would need to be used by all Colleges if the benchmarking exercise was to be of any value.
48. **The Committee agreed that the Internal Auditors be requested to adopt a five point scale for the ranking of priorities in the Governance Survey.**

ANY OTHER BUSINESS

49. In response to a question from the Committee it was confirmed that any Training & Development needs identified in the Committee Self Assessment Questionnaires were reviewed and efforts made to meet these needs.
50. There being no other business, the meeting closed at 7.05 p.m.

CHAIR

Date: 09.11.09