

CENTRAL SUSSEX CORPORATION

Minutes of a meeting of the Governance and Search Committee Held at 5.00 p.m. on Thursday, 18th June 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: Mr. N. Whitley (Clerk), Mrs D.M. Redford

* = present

APOLOGIES FOR ABSENCE

1. Apologies were received from Paul Harding for lateness.

DECLARATION OF INTERESTS

2. An interest was declared by John Peel in item 7. It was noted that Paul Harding would also have an interest in this item.

Paul Harding arrived at 5.12 p.m.

MINUTES OF THE MEETING HELD ON 12TH MARCH 2009

3. The minutes of the meeting held on 12TH March, were signed as a correct record with the following amendment:-

Minute 4: Amend heading to read "Protocol for resolving differences between a Committee/Local Community Board and its respective Chair"

MATTERS ARISING

4. **Corporation Succession Planning/13:** The Committee noted that Martin Delbridge had not yet been able to contact the other Corporation Members to discuss how they saw their future with the Corporation. This was disappointing as it would impact on discussions later in the Agenda.
5. **Any Other Business/29:** Tim Strickland, Chief Executive of FE Sussex is considering how best to take forward the development of shadowing arrangements between the Sussex Colleges as part of the Quality agenda

MEMBERSHIP OF THE CORPORATION

6. The Committee considered a CV from a potential applicant to the Corporation. The applicant was considered to have useful marketing and experience and expertise. **It was agreed that Paul Harding and Mark Froud would interview the candidate preferably before the July Corporation meeting and if they considered him suitable the Committee would recommend his appointment to the Corporation.** (If Paul or Mark were unable to attend the interview due to their work commitments Patrick or John would replace them on the interview panel).
7. The disappointing response to the recent advertisement for Corporation/Committee Membership was discussed by the Committee. Despite a number of expressions of interest only one formal application had been received. The Clerk confirmed that letters had been sent to a number of business organisations inviting them to put forward potential candidates for membership, but no response had been received as yet.

8. The Committee discussed the current vacancies on the Corporation and potential Members. A potential candidate with a strong community background was considered and **it was agreed that the Chair of Corporation would contact him to ascertain whether he was interested in applying for membership.**
9. Mark Froud offered to use his business contacts to see if he could find any potential applicants for Corporation Membership who could fill the current skills gaps on the Corporation. The Committee accepted Mark's offer.
10. The Clerk advised the Committee that both Adam Passingham and Leslie Philips were not leaving the College this summer so would be continuing with their Corporation membership. The election for the joint Presidents at the Haywards Heath campus had taken place and Laura Howes and Alice Darby would both be joining the membership of the Burgess Hill & Haywards Heath Local Community Board (LCB) along with Adam Passingham. In view of the fact that there was not a vacancy for a Student Member on the Corporation it was proposed to offer Alice Darby the opportunity to attend as a Student Observer on the Corporation pro tem. This would enable her to contribute to the meetings but would exclude her from voting. It was proposed that the second Student President, Laura Howes would attend the Curriculum, Quality & Standards Committee.
11. **The Committee agreed to request that the Chair of Corporation take Chair's Action and offer Alice Darby the opportunity to attend the Corporation Meeting as a Student Observer pro tem and for Laura Howes to join the Curriculum, Quality & Standards Committee as a Student Member.**

The Committee agreed to re-order the Agenda.

CHAIR AND VICE-CHAIR OF THE CORPORATION

12. John Peel and Paul Harding both declared an interest in this item. The Committee agreed that it was not necessary for them to leave the meeting.
13. The Clerk confirmed that he had been reviewing the issue of the terms of office in relation to good governance. From his research with other Colleges it was evident that good governance was dependent upon individuals rather than a particular structure and whilst good structures help safeguard an organisation they do not help in addressing the move to excellence.
14. One aspect the Clerk confirmed was considered helpful was to separate the length of office of the Chair from the term of office of a Corporation Member. The Committee debated the value of an annual re-election for the Chair, however it was considered that a certain length of tenure was required given the need for strategic vision and drive by the Chair and also stability for the Corporation. Another important aspect considered by the Committee was the need to separate/overlap the terms of office for the Chair and the Vice Chair.
15. Following their exploration of a number of issues the Committee considered that the Chair should have a 3 year term of office. The Vice Chair should have a 2 year term of office initially, and upon expiration of this term a further review be undertaken to evaluate the length of the term of office thereafter. This would enable the Vice-Chair to help bridge the gap between an outgoing Chair and the next incumbent providing some experience and stability whilst the new Chair becomes familiar with the position.
16. The Committee then considered the role of the Vice-Chair and proposed that for the first two year term of office, the Vice Chair be seen as complementary to the role of the Chair rather than as the successor to the Chair.
17. The Committee discussed in some detail the role of the Vice-Chair, considering the feasibility of the Chair having an external facing role and the Vice-Chair an internal

focus; in particular the value of the Vice-Chair focusing on some direct key responsibilities such as risk management, health & safety and equality & diversity. Whilst it was considered that this would ease some of the burden on the Chair it was recognised that there was an element of risk involved if other Corporation Members considered that this responsibility had been delegated and was no longer the responsibility of the whole Corporation. The risk of greying the line between governance and management was also highlighted. It was also noted that the respective roles would depend upon the particular strengths of the individuals in post; it might be that a Vice-Chair had the right qualifications and connections to take on an external facing role rather than the Chair.

18. It was recognised that if the Vice Chair took on some direct key responsibilities as previously mentioned there could be the potential for conflict with Committee responsibilities. It was also acknowledged that the Committee Chairs between them have a broad exposure to what is happening within the College and the Corporation.
19. The Committee concluded that the Vice Chair did not require a specific job description or assigned responsibilities, but that the role should be seen as complementary to that of the Chair of the Corporation.
20. Following further discussion on the term of office for the Chair and Vice Chair the Committee turned its attention to the limit on the number of terms of office for both these positions. It was confirmed that the Corporation's Standing Orders specify 2 terms of office for Corporation Members and it was considered sensible by the Committee to apply this same principle to the terms of office held by the Chair and Vice Chair of the Corporation.
21. **The Committee agreed to recommend to Corporation that the Chair and the Vice-Chair of the Corporation should only serve for two consecutive terms of office.**
22. John Peel handed the Chair to Paul Harding and left the meeting whilst the position of the next Chair of Corporation was discussed.
23. The Clerk confirmed that since the last meeting of the Committee he had canvassed the views of Corporation Members on the position of Chair of the Corporation. In general the comments received had acknowledged that competition for the position was healthy. However, all had recognised the efforts that John Peel had expended on behalf of the Corporation during the last four years and at this stage did not consider there was another candidate who could take on this role as effectively. The need for succession planning for the Chair was highlighted.
24. **The Committee agreed to recommend to Corporation:-**
 - i) **that the term of office for the Chair of Corporation be three years.**
 - ii) **that John Peel be re-appointed to the position of Chair of Corporation for a further three year term of office.**
25. John Peel returned to the meeting and took the Chair. The Committee further discussed the position of Vice-Chair, the term of office for this position and its role.
26. **The Committee agreed to recommend to the Corporation:-**
 - i) **that the term of office for the Vice-Chair of Corporation be two years.**
 - ii) **that Paul Harding be re-appointed to the position of Vice-Chair of Corporation for a two year term of office and take on specific responsibility for succession planning.**

27. The Committee considered various aspects of re-affirmation of the Chairs position including annual re-election and 360° appraisal. Concern was expressed in relation to any increased bureaucracy this may create and the impact on the internal dynamics of the Corporation. In view of their being a mechanism within the Instrument and Articles for the Corporation to remove the Chair or Vice-Chair it was considered unnecessary to introduce a further process.

CORPORATION SUCCESSION PLANNING

28. The Committee considered that there was little progress that could be made on succession planning until the discussions with the other Members had taken place. As it had been agreed that Paul Harding would include succession planning within his remit of Vice-Chair he would now also contact the other Corporation Members to ascertain their views on how they saw their future role with the Corporation.

LOCAL COMMUNITY BOARD MEMBERSHIP

29. The Deputy Clerk referred the Committee to the paper on the Local Community Board (LCB). She reminded the Committee that at their last meeting they had requested that a review of the LCB be undertaken.
30. It was confirmed that the Clerk and Deputy Clerk had now reviewed both the Terms of Reference and the Purpose of the LCB. For the most part these had been considered fit for purpose, however they did not reflect the detailed work undertaken by the LCB for the Curriculum, Quality & Standards Committee. **The Committee agreed that this link should be recognised in the LCB's Terms of Reference.**
31. The Committee noted that a number of LCB Members were due to complete their first term of office in September 2009. **The Committee agreed to re-appoint all the individuals named in the report subject to their offering themselves for re-appointment.**
32. It was suggested by the Committee that the term of office for these re-appointed Members could be adjusted (by lot) to 2, 3 or 4 years to aid succession planning and stagger the cessation of membership by these Members.
33. The Committee noted the following appointments to the LCB:-
Harry Vine – Staff Member (Support Staff)
Alice Darby – Student Member
Laura Howes – Student Member

CO-OPTION TO COMMITTEES

34. **In view of their contribution to the Audit Committee, it was agreed re-appoint Janak Shah and Dorothy Hatfield to the Audit Committee for a further four year term of office subject to them offering themselves for re-appointment.**
35. **The Committee agreed to appoint Russ Bryan and Philip Roberts to the Resources Committee as Co-opted Members for a four year term of office.**

ANY OTHER BUSINESS

36. There being no other business, the meeting closed at 6.50 p.m.

CHAIR

Date: 18.06.09