



**MINUTES OF THE NORTH EAST SURREY
COLLEGE OF TECHNOLOGY SEARCH
AND GOVERNANCE COMMITTEE OF THE
CORPORATION HELD ON FRIDAY 08
FEBRUARY 2019 at 11.30 IN SP214, THE
SKILLS PARK**

| PRESENT¹ | IN ATTENDANCE |
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| Professor Sam Luke (Chair) Peter Stamps Frances Rutter Chris Shortt | David Round – Clerk to the Corporation |

¹Attendance = 100%

| 10.18 | APOLOGIES FOR ABSENCE |
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| Received from Cliff Shaw. | |
| 11.18 | DECLARATIONS OF INTEREST |
| The Chair reminded Members to declare any interest they may have in any items on the agenda. Professor Luke, Peter Stamps and Frances Rutter declared their interests as unremunerated directors of NESCOT Enterprises Ltd, a wholly-owned subsidiary of NESCOT and also of NBS Ltd, which is being dissolved. | |
| 12.18 | MINUTES |
| The Minutes of the meeting held on 05 October 2018 were APPROVED as a correct record. | |
| 13.18 | MATTERS ARISING |
| The report on matters referred from previous meetings was noted, including those matters to be discussed on the agenda. | |
| <p>06.18 Board Effectiveness: Self-Evaluation Questionnaire – an update was provided by the Clerk in relation to the actions arising from the board the board effectiveness review. It was noted that:</p> <ul style="list-style-type: none"> • The Corporation conference on 30 November received a stimulating external input on employer engagement and apprenticeships and reviewed the strategic landscape for colleges wishing to work with employers. It is also discussed College strategies and how it was going to achieve its objectives. • The conference also included a development input on Ofsted inspection and how inspectors identify effective governance in relation to teaching, learning and assessment. • 3 governors participated in the recent SAR validation day with Directors of Faculty and | |

SMT where there was detailed scrutiny and challenge of leaders and managers. A scrutiny panel of governors is being established to meet termly to follow through on the areas for curriculum improvement and management accountability.

- A recent Board discussion reviewed recent themes arising from interventions reports published by the FE Commissioner including effective governance.
- The Board now reviews its own performance at the end of every meeting.

14.18

NEW GOVERNOR APPLICATIONS

The Committee received papers that reviewed the membership of the Corporation, an audit of governor skills, attendance records and priorities for succession planning. It noted that audit, IT and legal skills were identified as the highest priorities for the recruitment of new governors. It was noted that the appointment of suitable candidates to the Corporation with specific knowledge, skills and experience in IT and Finance/Accountancy (a qualified accountant) were identified as the highest priorities. Procurement skills were also identified as a priority for recruitment.

The Committee had received an application from Mr Vince Romagnuolo to become a governor of the College. A letter of application and CV was made available to members of the Committee.

Mr Vince Romagnuolo, a candidate to join the Corporation, joined the meeting at this point. Members of the Committee interviewed Mr Romagnuolo and discussed his interest in the role of governor at NESOT, the skills, knowledge and experience that he would be able to bring to the Board and any areas of support and development that he may need. The Committee noted that Mr Romagnuolo is a qualified and experienced project management professional with significant construction/property and engineering skills. He has extensive experience of procurement procedures in large projects. He has also worked on large IT and management information system projects. Mr Romagnuolo is currently an Epsom and Ewell elected councillor; he has also served as a school governor for a number of years but is no longer a governor. Mr Romagnuolo lives locally in Ewell.

Mr Romagnuolo left the meeting at this point.

Following discussion, it was **AGREED** to recommend to the Corporation that Mr **Vince Romagnuolo** be appointed to the Corporation for an initial term of two years. Subject to approval, he would join the Finance and General Purposes Committee.

15.18

SKILLS AUDIT, MEMBERSHIP REVIEW & SUCCESSION PLANNING

The Clerk advised the Committee that is required to review the performance of the Board and to recommend to the Board whether members whose terms are due to expire should be invited to extend their terms of office. The revised Code of Good Governance recommends that Board members do not serve more than two terms and a maximum of eight (8) years in office. It also advises that 'renewal (of membership) should not be automatic and should only take place after proper consideration of the governor's attendance, contribution to the work of the college and assessment against the skills audit'.

Papers presented to the Committee reviewed

- The current membership of the Corporation
- Details of those governors whose terms of office are due to retire this year
- The skills of the membership
- Succession planning for the Governing Body.

It was also noted that governor attendance records were received at the last meeting of the Committee.

It was reported that

- Sally Pritchett’s term of office expires at the end of this academic year. She is coming to the end of her initial two-year term.
- Gloria Ozolua’s initial two-year term of office expires in February 2019.
- Margaret Martin’s initial two-year term of office expires at the end of this academic year.
- Professor Luke’s term of office expires at the end of this academic year. He will have served 6 years on the Governing Body. Professor Luke was elected Chair of the Corporation in July 2016 and was reappointed to the position for a further 12 months in July 2018.
- The term of office of Chris Shortt expires at the end of this academic year. In July 2018 Chris agreed to serve a further twelve months. He will have served 10 years on the Corporation. Under the Foundation Code of Governance and the Standing Orders of the Corporation, Governors do not normally serve more than eight consecutive years in total, although the Corporation has reserved the right to extend this in exceptional circumstances.

Mr Shortt indicated his intention to stand down from the governing body at the end of the current academic year. The Committee expressed their enormous gratitude to Mr Shortt for his service to the Board and the College and in particular the professional expertise and judgement he was able to give the College over the duration of the very successful campus masterplan development. Mr Shortt’s decision to stand down from the Corporation would be reported to the March meeting.

It was **AGREED** to recommend to the Corporation that the following re-appointments be offered to the following governors: -

1. Ms Sally Pritchett be invited to extend her term of office until 31 July 2023; and
2. Ms Margaret Martin be invited to extend her term of office until 31 July 2023.

The Clerk reported that he had a call scheduled with Ms Ozolua and he would report back to the Committee.

Professor Luke indicated that he would advise the Committee of his plans going forward.

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| 16.18 | GOVERNANCE IMPROVEMENT ACTION PLAN (CODE OF GOOD GOVERNANCE) |
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The Clerk presented papers noting that NESCOL Corporation has adopted the Code of Good Governance of English Colleges and has committed itself to continuing improvement of its governance practices. As part of this commitment it routinely reviews its practice against the

ten principles of good governance enshrined in the code and has a governance improvement action plan is overseen by the Search and Governance Committee and reported to the Board.

An updated Governance improvement action plan was presented. It took account of feedback from governors from its board effectiveness reviews undertaken in summer 2018. It had also been reviewed against guidance issued by regulatory bodies including the intervention reports of the FE Commissioner.

The Committee noted that the governance improvement action plan demonstrates that the governing body continues to comply with the code of good governance. Consistent with the commitment to the continuous improvement of practice, a number of actions were identified as areas for development. These were as follows: -

1. 'NESCOT 2023' strategic plan specific KPIs and annual operational plan to be developed and reported to the Board.
2. Evaluate the effectiveness of the student enrichment programme.
3. Evaluate the impact of the governor curriculum scrutiny panels.
4. C&Q Committee and the Board to continue to scrutinise curriculum and take appropriate action in relation to curriculum KPIs including English and maths outcomes.
5. The Board to evaluate the impact of the sales and marketing plan in terms of improved student recruitment including apprenticeships and growth in full cost work with businesses.
6. The Corporation and its committees to ensure that the College works to maintain its outstanding financial health status.
7. That there be a continuing focus on areas of partnership and subcontracting risk, particularly in relation to the ASTM partnership.
8. That the Board recruits an additional governor who is a qualified accountant.

The Committee noted the governance improvement action plan.

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| 17.18 | ANNUAL REPORT OF THE COMMITTEE |
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RESOLVED: that the annual report of the Search and Governance Committee be approved and submitted to the Corporation for note.

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| 18.18 | ANY OTHER BUSINESS |
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There was no further business and the meeting closed at 12.30.

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| 19.18 | DATE OF NEXT MEETING |
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The next scheduled meeting will take place on 09 May 2019 at 18.00.

Signed

Professor Sam Luke, Chair of Search & Governance Committee

Date: