

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the Meeting held on Thursday 26 May 2016 at 2.00pm
Committee Room, Reaseheath Hall

Present: Richard Ratcliffe (Chair)
Meredydd David
Jon Furber
Dr Ian Graham
Emily Thrane
In attendance Jackie Schillinger (Clerk)

Item	Content	Action
1.	<p>WELCOME AND APOLOGIES FOR ABSENCE</p> <p>Apologies were received and accepted from David Pearson.</p>	
2.	<p>DECLARATIONS OF INTEREST</p> <p>Richard Ratcliffe, Emily Thrane, Jon Furber and Meredydd David declared an interest as Directors of College subsidiary company, DART Limited, in relation to agenda item 6. Emily Thrane declared an interest in agenda item 4.</p>	
3.	<p>MINUTES AND MATTERS ARISING</p> <p>3.1 The meeting APPROVED the minutes of the meeting held on 11 February 2016 as a correct record and the minutes were signed by the Chair.</p> <p>3.2 Matters arising: It was confirmed that the Higher Education Committee terms of reference (TOR) and membership needed to be decided. The Clerk noted that the Dean of Higher Education was providing draft TOR for consideration by the Quality and Standards Committee. Members requested that these be circulated to the Search and Governance Committee by email once available. The committee discussed the membership and general remit of the HE Committee. Members agreed that the HE Committee should look at all aspects of HE, not solely quality issues and should consider HE and higher level skills across the Reaseheath Group. Following discussion, membership was suggested as eight members, as follows:</p>	JS circulate by email.

3.3	<p>Dr Ian Graham, Chair (already approved by the board at its March meeting) Richard Ratcliffe Emily Thrane Meredydd David Anne McKay University of Chester representative 2 external co-optees with HE expertise.</p> <p>Dr Ian Graham agreed to consider possible co-optees and the Dean of Higher Education could also consider this. The Chair agreed to contact Anne McKay to see if she would be interested in serving on this committee.</p>	<p>RR to contact Anne McKay.</p> <p>IG and REJ to consider external co-optees.</p>
4.	<p>MEMBERSHIP REPORT</p> <p>4.1 The Chair led the discussion on the membership report, including committee membership and link arrangements.</p> <p>4.2 Three members terms of office were coming to an end on 31 July 2016 – Rose Rowland, Emily Thrane and Elizabeth Harrison.</p> <p>4.3 It was noted that Rose Rowland had indicated that she would step down at the end of her current term, this summer. She was expected to attend the summer board meeting, where members could thank Rose for her valuable contribution during her time as a governor.</p> <p>4.4 The contribution, attendance, skills and experience of Elizabeth Harrison in her role as governor were considered, according to the college standing orders on re-appointment of governors. It was agreed to recommend to the board the re-appointment of Elizabeth Harrison for a further term of 3 years.</p> <p>4.5 The members, with the exception of Emily Thrane due to her conflict of interest, agreed to recommend that the board appoints Emily Thrane for a period of 1 year from 1 August 2016, to be reviewed again at the end of that, when a possible further term may be necessary. Members agreed to report to the board that they make this recommendation on the basis of the particular skills, experience and role being undertaken by Emily in the executorial circumstances of change for the college at present, due to the area review process and the new partnerships that the college is entering into as a result of the area review process.</p> <p>4.6 It was RESOLVED:</p> <ul style="list-style-type: none"> i. To recommend the appointment of Elizabeth Harrison for a period of 3 years from 1 August 2016; ii. To recommend the appointment of Emily Thrane for a period of 1 year from 1 August 2016; iii. To thank Rose Rowland on behalf of governors and managers for her extremely valuable contribution as a governor of the college. <p>4.7 In addition, The Chair agreed to contact Rachel Bailey to confirm our understanding that, due to her election as leader of Cheshire East Council, she would step down as a governor at the end of this academic year.</p>	<p>RR to contact RB</p>

4.8	Members then discussed membership in relation to the area review outcomes and proposed partnership working.	
4.9	<p>It was RESOLVED to recommend the board considers the approval of the following governance arrangements, in the event that the proposed collaborations come into effect, such appointments not to come into effect any earlier than the date on which such collaborations come into effect:</p> <ul style="list-style-type: none"> i. Approval for three members of the North Shropshire Corporation to be appointed to the Reaseheath Corporation, with nominations being received and considered by the board at its meeting on 14 July 2016; ii. Approval for two members nominated by the University of Chester to be appointed to the Reaseheath Corporation, with nominations being received and considered by the board at its meeting on 14 July 2016; iii. Approval for an agreed number of Reaseheath governors to be nominated for appointment to the North Shropshire College Corporation, to be agreed between the parties and confirmed at the board meeting on 14 July 2016; iv. Approval for three Reaseheath governors (Emily Thrane, Dr Ian Graham and Meredydd David) to be nominated for appointment to the University of Chester University Council; v. Approve an increase in the Reaseheath Corporation maximum number of independent governors in its Instrument of Government to accommodate the appointments necessary under the proposed collaborations, to be confirmed at the board meeting on 14 July 2016. 	
4.10	Members reviewed committee arrangements and link arrangements. The Chair suggested some changes and it was agreed that he would follow these up with individual members and recommend the membership and link arrangements for next year to the board for approval.	
4.11	<p>It was RESOLVED to recommend the following changes:</p> <p><u>Committee membership:</u></p> <ul style="list-style-type: none"> • Add DART Limited to the structure chart • Ask Eddie Sims if he would like to come off Audit Committee and join Finance and General Purposes Committee • Ask Colin Baxter if he would consider a nomination as Chair of the Audit Committee; • If so, Colin Baxter would also be asked to join Search and Governance Committee; • Emily Thrane to come off the Finance and General Purposes Committee and the Estates Development and Property Group • Emily Thrane to join the Audit Committee • Sonia Belfield to join the Special Committee 	

	Link arrangements: Elizabeth Harrison to be asked to link with the Business department.	
5.	REVIEW OF MAY STRATEGY EVENT AND TRAINING RECORD. Members discussed the training and development activities over the year, noting that these had rightly focused on the college strategy in relation to area reviews and collaboration options. Members agreed that the development of college strategy that takes place in January next year should involve governors joining managers for the second day, which may benefit from being externally facilitated.	RR/MD/JS to plan and arrange
6.	MEETINGS CALENDAR 2016/17	
6.1	The meetings calendar was discussed, with a change to the date of the May away event suggested and accepted. It was agreed that the HE Committee dates needed to be added in.	
6.2	The frequency of DART Limited meetings was discussed and it was agreed to put forward a proposal to the board and the DART directors to reduce the formal meetings of the Board of Directors of DART Limited from three per year to an annual meeting in the autumn term each year, when annual accounts are approved. The governance structure and oversight would then be as follows: <ul style="list-style-type: none"> • Monthly DART Limited Executive Team meetings at College (usually including 4 current DART Limited directors), as per the current structure; • Emily Thrane will in future attend these DART Limited Executive Team meetings on a quarterly basis and will liaise with Anne Morgan at other times, as appropriate; • An annual DART Limited board meeting will be held in the autumn term; • Informal meetings/conference calls and the opportunity for written resolutions during the year as required; • Key DART Limited reporting, such as audit reports, year-end financials will be reported to the College Audit Committee and Finance and General Purposes Committee and the minutes of the annual DART Limited meeting will be presented to the College Board. • The above will be on the understanding that the arrangements can be reviewed should anything change such that directors consider more frequent meetings are again required. 	
6.3	It was agreed to add the North Shropshire Board meeting to the calendar for next year, should the collaboration be finally agreed this summer.	
6.4	RESOLVED: To recommend the calendar of meetings for 2016/17 to the board for approval.	
7.	FORWARD PLAN OF BUSINESS 2016/17 RESOLVED: To recommend the forward plan of business, as a working document, to the board for approval.	

<p>8.</p> <p>8.1</p> <p>8.2</p>	<p>SELF-ASSESSMENT OF THE COMMITTEE</p> <p>Members reflected on its performance in the context of the significant amount of strategic work undertaken by the governing body in 2015/16 as a result of the area review process, which was not envisaged at the beginning of the autumn term in 2015. In particular it noted that the recruitment of governors, including the business support staff governor position had been put on hold this year due to the impact of the area review process and potential partnership working.</p> <p>After discussion the Committee considered that it has fulfilled its responsibilities against its TOR and that it remains fit for purpose. The Committee recommends approval of its TOR for 2016/17, bearing in mind the need for flexibility as a result of the changes to governance in the coming year as a result of collaborations, which may require regular reviews of the TOR as the year progresses.</p>	
<p>9.</p>	<p>MATTERS TO REPORT TO THE BOARD</p> <ul style="list-style-type: none"> • Recommended appointments of Elizabeth Harrison and Emily Thrane; • Recommended appointments from the date of collaboration with North Shropshire College and University of Chester, subject to consideration at the board meeting on 14 July 2016; • Recommendations on membership and remit of the HE Committee; • Recommended changes to committee structure for approval; • Recommended changes to link arrangements for approval; • Revised 2016/17 Meetings calendar for approval; • Recommendation of forward plan of business for approval; • Recommendation of the committee TOR for approval. 	
<p>10.</p>	<p>ANY OTHER BUSINESS None to report.</p>	
<p>11.</p>	<p>DATE OF NEXT MEETING Thursday 27 October 2016 at 2.00pm</p>	

The meeting closed at 3.10pm.