

**REASEHEATH COLLEGE BOARD**

**Minutes of the meeting held at 9.30am on Thursday 8 December 2016  
Food Centre, Reaseheath College**

<b>Present:</b>	Karol Bailey	independent
	Colin Baxter	independent, Chair Audit Committee
	Malcolm Burns	independent
	Meredydd David	Principal
	Dr Ian Graham	independent, Chair Higher Education Quality and Standards Committee
	Dr Elizabeth Harrison	independent ( <i>development session only</i> )
	Hannah Holwell	student
	Anne McKay	staff
	Edwina McQueen	independent
	Jeremy Nicholls	independent
	David Pearson	independent, Chair Remuneration Committee
	Richard Ratcliffe	independent, Chair and Chair Search and Governance Committee
	Gillian Richards	independent
	Eddie Sims	independent
	Emily Thrane	independent, Vice Chair and Chair Quality and Standards Committee
	Prof Tim Wheeler	independent
	Kerri-Anne Williams	student
	Charlie Woodcock	independent

<b>Attending:</b>	Rachel Ellis-Jones, Assistant Principal and Dean of HE ( <i>part, 7.4 onwards</i> )
	Matt Gower, Assistant Principal, Quality and Learner Services
	Dave Kynaston, Vice Principal ( <i>part, up to and including 14</i> )
	Graeme Lavery, Director of Finance and Resources
	Nick Marsh, Wright Marshall LLP ( <i>part, item 16</i> )
	Jo Maher, Assistant Principal, Curriculum
	Jackie Schillinger, Clerk

**PART A**

item	Content	Action
	<p>From 9.30am to 10.15am members took part in a development session provided by the Cheshire East Safeguarding Children in Education Settings Team. The session provided refresher training on safeguarding and knowledge on the latest context and issues for the college.</p> <p>The close working between Reaseheath and the Cheshire East safeguarding children team was recognised as a strength of safeguarding management at Reaseheath. The continued efforts of management to establish a similar beneficial link with the Cheshire East Adult team was noted and recent change of management in the team at Cheshire East provided a new opportunity to do so.</p>	

1.	<p><b>Apologies for absence</b></p> <p>Apologies were received and accepted from Alastair Taylor, Jon Furber, Sonia Belfield and Rob Icke. The Chair welcomed members to the meeting and in particular Edwina McQueen, Professor Tim Wheeler and Charlie Woodcock, attending their first meeting. Due to an urgent matter, Dr Elizabeth Harrison had to leave following the development session.</p>	
2.	<p><b>Declarations of interest</b></p> <p>The following interests were noted:  Meredydd David, DART Limited director; Richard Ratcliffe, DART Limited director; Emily Thrane, DART Limited director, Council member University of Chester; Elizabeth Harrison, NSC governing body member; Gillian Richards, NSC governing body Chair; Jeremy Nicholls, NSC governing body member; Edwina McQueen, NSC governing body Vice Chair; Prof Tim Wheeler, University of Chester Vice Chancellor and Council member; Charlie Woodcock, University of Chester Senior Management Team member. There were no items that required any of the above members to leave the meeting.</p>	
3.	<p><b>Minutes and matters arising</b></p> <p>3.1 Part A minutes of the meeting held on 14 July 2016 were approved as a correct record and signed by the Chair. There were no matters arising not covered elsewhere on the agenda.</p> <p>3.2 Part A minutes of the special meeting held on 27 October 2016 were approved as a correct record and signed by the Chair. There were no matters arising not covered elsewhere on the agenda.</p>	
4.	<p><b>Chair's Report Search and Governance Committee</b></p> <p>4.1 The Chair presented the committee minutes. The report highlighted the following:</p> <p>Recommendation on the appointment of Rob Icke as staff governor for a term of 1 year, providing the opportunity to open out a staff governor position to the wider college again in a year's time;</p> <p>Recommendation that the governing body refreshes the college's strategic plan in 2016/17 and leaves its 3 year strategic planning process until 2017/18, with a strategic planning day on 27 January 2017;</p> <p>Recommendation for approval of the updated Instrument and Articles of Government;</p> <p>Recommendation for approval of the Governance Self-assessment report and development Plan;</p> <p>4.2 <b>RESOLVED: Approve the appointment of Rob Icke as staff governor (support staff) of the Reaseheath College Corporation for one year from the date of appointment - 8 December 2016.</b></p>	

<p>4.3</p> <p>4.4</p> <p>4.5</p> <p>4.6</p> <p>4.7</p> <p>4.8</p> <p>4.9</p>	<p><b>RESOLVED: Approve the Strategic Planning Day of Friday 27 January 2017 to focus on refreshing the college’s strategic plan for the year 2017/18 and the challenges and risks posed by the external policy environment.</b></p> <p>The Clerk provided context to the proposed update to the Instrument and Articles of Government. She updated members on the consultation with staff and students on the substantive changes and confirmed that no objections to the proposed changes had been received. Members considered that the proposed changes, recommended by the Search and Governance Committee, would provide the college with the flexibility to operate more effectively whilst maintaining the principles of good governance and as such were in the interests of the college and its students.</p> <p><b>RESOLVED Approve the updated Instrument and Articles of Government (attached at Appendix 1 - published separately on the College Board website page), operative from 8 December 2016.</b></p> <p><b>RESOLVED: Approve the Governor Code of Conduct 2016/17 and confirm the commitment of members to observe the Governor Code of Conduct to the best of their abilities.</b></p> <p>Members decided to refer the proposed new Conflicts of Interest Policy to the Search and Governance Committee to consider the detailed wording further at its January 2017 meeting before bringing the policy back for approval at the March 2017 governing body meeting.</p> <p>Members considered the governance self-assessment report and development plan, recommended for approval by the Search and Governance Committee. The staff governor queried whether the report had been validated more widely. The Clerk confirmed that bringing a wider college input through validation involving staff and students next year would be a welcome further improvement that could be made to the process.</p> <p><b>RESOLVED: Approve the governance self-assessment report for 2015/16 and development plan for 2016/17.</b></p>	<p>All – return signed forms to the Clerk</p> <p>JS for agenda 2017</p> <p>S&amp;G to work on validation for 2017</p>
<p>5.</p>	<p><b>Principal’s Report</b></p> <p>The Principal presented his summary report on activity across college and highlighted latest developments on the partnerships with North Shropshire College and the University of Chester. Discussion focussed on sector changes and risks, including changes and opportunities in HE development in the region.</p>	
<p>6.</p>	<p><b>College Strategic Plan</b></p> <p>The Principal presented the strategic plan progress report 2016/17, providing an overall context for progress so far this year and an update on performance against targets. Annex 3 to the report provided confirmation of performance targets for the 2016/17 year, approved as part of the strategic plan and for monitoring by governors this year.</p>	

<p>7.</p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p> <p>7.5</p> <p>7.6</p> <p>7.7</p>	<p><b>Chair’s Report Quality and Standards Committee</b></p> <p>The Chair of the committee confirmed that the committee had considered the effectiveness of the quality strategy and received detailed reporting. This included the 2015/16 performance data, including equality and diversity data; the College Self-Assessment report for 2015/16 and Quality Improvement Plan for 2016/17; and the College performance targets for 2016/17. She confirmed that the English and maths improvement strategy will remain a focus at each committee meeting and she highlighted the committee’s request that the challenging external policy environment, including risks presented by the post-16 skills plan, apprenticeships reform and the HE sector changes be considered in more detail by governors at the strategy day in January 2017. She noted that the required oversight of income impact due to the shift in mix of provision had been highlighted and considered by the Finance and General Purposes Committee.</p> <p>The Committee Chair requested the approval of the updated Terms of Reference and the College performance targets for 2016/17, subject to the amendment of the English and maths GCSE A-C target to the national average and ‘attendance’ included – as set out in annex 3 of the strategic plan report, above.</p> <p><b>RESOLVED: Approve the Quality and Standards Terms of Reference for 2016/17 and the college performance targets for 2016/17 as set out in annex 3 of the strategic plan report.</b></p> <p>The Assistant Principal, Quality and Learner Services presented the College Self-Assessment Report and Quality Improvement Plan. The Chair of the Quality and Standards Committee confirmed that the report had undergone a robust process of validation, confirmed also by the validation in the recent Landex Peer Report, circulated by email to governors. She proposed that the report be approved.</p> <p><b>RESOLVED: The College Self-Assessment Report 2015/16 and Quality Improvement Plan 2016/17 are approved.</b></p> <p>The Vice Principal presented the Safeguarding Update Report, for information. He updated members on the additional capacity put in to the team to provide support for the increasing issue of poor mental health, as well as the actions put in place to provide assurance that the college is meeting its Prevent duty in relation to visiting speakers. The Principal welcomed the recent news from the Ofsted monitoring visit at NSC that safeguarding had significantly improved at NSC. The Vice Principal then updated members on the college communications strategy in relation to the Crewe Alex safeguarding press coverage, which could require some input if there is media interest, due to the apprenticeship provision that the college has with Crewe Alex.</p> <p><b>RESOLVED: Approve the following updated safeguarding and Prevent related policies: Young Person Safeguarding Policy Safeguarding Adults Policy Learner Harassment and Bullying Policy and Procedure Code of Practice on Freedom of Speech.</b></p>	
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<p>8.</p> <p>8.1</p> <p>8.2</p> <p>8.3</p>	<p><b>Chair’s Report Higher Education Committee</b></p> <p>The Chair of the committee confirmed that the committee had considered the effectiveness of the HE quality strategy and highlighted the following key areas:</p> <ul style="list-style-type: none"> <li>• The Committee recommends the approval of Karen Willis as co-opted member of the HE Committee for a period of three years and the approval of the amended committee terms of reference, provided to the meeting, as an appendix to the minutes;</li> <li>• The HE strategy: Due to the significant changes in the HE landscape still on-going, as well as the evolving partnerships with the University of Chester and North Shropshire College, the draft strategy will come to the HE Committee for consideration at its next meeting in March 2017;</li> <li>• The governor strategy day on 27 January 2017 will look at the HE policy implications for the college in more detail and the co-opted members of the committee will be invited to take part;</li> <li>• Assurance Report to HEFCE on meeting the Prevent Agenda: Based on the reporting, the committee agreed that the college is in a strong position in terms of having due regard to the need to prevent people being drawn into extremism and terrorism (the Prevent duty) and that the governing body can have confidence in the college’s evidence of on-going engagement and active implementation of the duty, provided a couple of actions were closed down, as shown in item 7.3 of the minutes, with one of these actions elsewhere on the board agenda for approval;</li> <li>• HEFCE Assurance statement by governing bodies: A tailored HE Faculty quality assurance report had been circulated for approval before the deadline of 1 December 2016. It was confirmed that the Principal as accounting officer signed the declaration for submission to HEFCE;</li> <li>• The risks that will be monitored by the HE Committee at each meeting this year are the TEF 2 application/implementation and metrics, student numbers and conversion rates and student satisfaction with course management; currently, it seems that the college is in line for a Bronze TEF grade to be determined and published by the summer of 2017;</li> <li>• Assurance that the Higher Education Support Team update requested by the Quality and Standards Committee at its last meeting has been satisfactorily received.</li> </ul> <p><b>RESOLVED: Approve the appointment of Karen Willis as co-opted member of the HE Committee for a period of three years and the approval of the amended committee terms of reference.</b></p> <p>The Assistant Principal and Dean of Higher Education presented the HEFCE Assurance Statement and the HEFCE Prevent Assurance Report, which had been submitted to HEFCE in line with reporting requirements, by 1 December 2016.</p>	
<p>9.</p> <p>9.1</p>	<p><b>Chair’s Report Audit Committee</b></p> <p>The committee Chair confirmed that the committee had considered the areas of college activity within its remit and has received reporting on the college subsidiary company, DART Limited. He highlighted the resignation of Mike Benson as a co-opted member of the committee, with thanks passed to Mike on behalf of the governing body. He also</p>	

	<p>highlighted the committee’s recommendation to re-appoint Mazars LLP for 2016/17 financial statements audit. The report brought to the board’s attention the committee’s view that the current sector landscape presents more cumulative change and risk than at any time in the college’s recent history and strong risk management by the governing body and executive team is essential. In relation to partnership working, the committee gave assurance that it will oversee the North Shropshire College/Reaseheath implementation risk register on a termly basis (with the Joint Steering Group closely monitoring it on a monthly basis).</p> <p>9.2 In terms of year-end assurance reporting, the report highlighted that the Internal Audit Service Annual Report provides a very positive report, especially in the context of RSM’s work in the sector as a whole and provides a positive annual opinion providing substantial assurance. The clean external audit completion report confirms that all bank covenants were met in 2015-16 and the external auditor confirmed that the committee and governing body can take assurance that the college is well run. In addition, the committee approved the regularity self-assessment report for signing by the Principal and the Chair of Governors and the Audit Committee Annual Report to the Corporation.</p> <p>9.3 The Chair of the Audit Committee presented the Audit Committee Annual Report. He confirmed that the Board can take assurance from the report, which includes the Internal Audit Service Report, in approving and signing the governance statement in the Annual Financial Statements.</p> <p>9.4 <b>RESOLVED: To re-appoint Mazars LLP as financial statements auditors for the financial year 2016-17 and to receive the Audit Committee Annual Report.</b></p>	
<p>10.</p> <p>10.1</p> <p>10.2</p> <p>10.3</p>	<p><b>Year End Assurance Reports</b></p> <p>The Internal Audit Service Annual Report was received, providing a full annual opinion and assurance to the Board that the college has adequate and effective governance, risk management and control processes.</p> <p>The Financial Statements Auditors’ Completion Report was received for assurance, with no matters of concern to bring to the attention of the Board, other than some delay in process unusually experienced this year due to resignation of the Head of Finance and two financial due diligence projects taking place at the same time as the end of year audit.</p> <p>The College Regularity Self-Assessment Questionnaire, signed by the Principal and the Chair was received for assurance.</p>	
<p>11.</p> <p>11.1</p>	<p><b>Chair’s Report Finance and General Purposes Committee</b></p> <p>In the absence of the committee chair, the Chair of the Board presented the committee minutes. The following items were highlighted in the report:</p> <ul style="list-style-type: none"> <li>• Scrutiny of the group year-end financial statements and the recommendation to the Board to approve the statements;</li> <li>• Scrutiny of the DART Limited year-end financial statements, which were approved by the DART Limited Board of Directors;</li> </ul>	

<p>11.2</p> <p>11.3</p> <p>11.4</p>	<ul style="list-style-type: none"> <li>• Approval of the updated Health and Safety Policy and Management of Health and Safety Policy;</li> <li>• Disappointment noted in process of college year end audit this year that resulted in delay due to resignation of the Head of Finance and two financial due diligence projects taking place at the same time as the end of year audit, but assurance that the issues are not on-going;</li> <li>• Reference to the SFA financial health dashboard considered in the meeting, for assurance;</li> <li>• Risk and planned management actions on student numbers.</li> </ul> <p>The Director of Finance and Resources presented the year-end Financial Statements for approval. He confirmed that they had been scrutinised by the Finance and General Purposes Committee, with additional input from the Chair of the committee outside of the meeting and presented to the Audit Committee by the Financial Statements Auditors. The SFA Finance Record had been received by the Finance and General Purposes Committee. There were no concerns to bring to the attention of the Board, other than the problems, now resolved, on delay in the process this year due to finance team capacity issues, already discussed.</p> <p><b>RESOLVED:</b></p> <ol style="list-style-type: none"> <li>i. <b>Financial Statements Auditors’ Audit Completion Report for the year ended 31 July 2016 is received;</b></li> <li>ii. <b>Terms of the management representation letter approved;</b></li> <li>iii. <b>SFA Finance Record 2015/16 approved;</b></li> <li>iv. <b>Financial Statements for the year to 31 July 2016 approved and the Chair and the Principal are authorised to sign the statements.</b></li> </ol> <p>The Annual Health and Safety Report had been considered by the Finance and General Purposes Committee. There were no matters of concern to raise and the report was received for information and assurance.</p>	
<p>12.</p>	<p><b>Report for information/assurance</b> Members received the following reports for information:</p> <ul style="list-style-type: none"> <li>• Link Governor Visits feedback reports</li> <li>• College Seal Report</li> </ul>	
<p>13.</p>	<p><b>Any other business</b></p> <p>There was no other business to report.</p>	
<p>14.</p>	<p><b>Date of next meetings</b> The dates of the next meetings were confirmed as: Friday 27 January 2017 – Strategic Planning day Thursday 23 March 2017 – Board meeting</p>	

*The meeting closed at 1pm*

*Governors were joined for lunch by members of the Student Association. Governor Link visits took place in the afternoon.*

Signed by Chair:

Dated: