

REASEHEATH COLLEGE BOARD

**Minutes of the meeting held on Thursday 13 July 2017 at 9.30am
Room HE 4, Higher Education Centre, Reaseheath College**

Present:

Karol Bailey	independent
Colin Baxter	independent, Chair Audit Committee (items 1- 18)
Malcolm Burns	independent
Sonia Belfield	independent
Meredydd David	Principal
Jon Furber	independent, Vice Chair, Chair Finance and General Purposes Committee
Dr Elizabeth Harrison	independent
Robert Icke	staff
Anne McKay	staff
Edwina McQueen	independent
Jeremy Nicholls	independent
David Pearson	independent
Richard Ratcliffe	independent, Chair and Chair Search and Governance Committee
Gillian Richards	independent
Eddie Sims	independent
Emily Thrane	independent, Vice Chair, Chair Quality and Standards Committee
Charlie Woodcock	independent

Attending: Rachel Ellis-Jones, Assistant Principal and Dean of Higher Education
 Matt Gower, Assistant Principal, Quality and Learner Services
 Dave Kynaston, Vice Principal
 Graeme Lavery, Director of Finance and Resources
 Jo Maher, Assistant Principal, Curriculum
 Louise Woodman, Head of Human Resources
 Jackie Schillinger, Clerk

PART A

	Content	Action
1.	<p>Welcome and apologies for absence</p> <p>The Chair welcomed all to the meeting. Apologies were received and accepted from Alastair Taylor, Professor Tim Wheeler, Dr Ian Graham, Hannah Holwell and Kerri-Anne Williams.</p>	

<p>2.</p>	<p>Declarations of interest</p> <p>The following interests were declared: Meredydd David, DART Limited director, University of Chester Council member; Richard Ratcliffe, DART Limited director; Jon Furber, DART Limited director, North Shropshire College (NSC) governing body member; Emily Thrane, DART Limited director, University of Chester Council member; Elizabeth Harrison, NSC governing body member; Gillian Richards, NSC governing body member, Edwina McQueen NSC governing body member, Jeremy Nicholls, NSC governing body member; Charlie Woodcock, University of Chester Senior Management Team member.</p> <p>The Part B item 22 for discussion and decision, the Board did not require any members to leave the meeting, in line with the principles of the governor policy on conflicts of interest in relation to the NSC and Reaseheath College federation agreement.</p> <p><i>PART B Item 22 was taken out of agenda order, but is recorded in these minutes in Part B in accordance with agenda order</i></p>	
<p>3.</p>	<p>Part A of the minutes of the meeting held on 18 May 2017 were approved as a correct record and signed by the Chair.</p>	
<p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.3</p>	<p>Strategic Plan</p> <p>The Principal presented his report, summarising the College’s academic performance in further education, higher education and apprenticeships. He also updated members on the completion of the Kingsley Fields land sale and the strategic partnership with the University of Chester. Discussion on apprenticeship numbers and funding followed. Governors and managers agreed that the current uncertainty is a national picture due to the employer levy funding changes and its impact on employers whilst they get to grips with the new system. From a strategic viewpoint, those governors with particular knowledge of this area confirmed that employers are looking for a ‘one stop shop’ offer rather than having to deal with lots of different training providers. Managers confirmed that the strategic partnership with the University of Chester recognises this and already involves a number of joint bids. The Vice Principal commented that the budget for next year for apprenticeship income is prudent and should provide some assurance to governors during this period of uncertainty.</p> <p>The Principal presented his final report on the Strategic Action Plan for 2016/17, highlighting those areas showing good progress and RAG rated green and provided more detail on those RAG-rated amber with proposed actions carrying forward into next year for this areas.</p> <p>The Principal presented the draft Strategic Plan for 2017/18 for approval for publication to stakeholders for consultation. Governors considered the plan in</p>	

4.4	<p>this final draft form, following their consideration of the draft at their meeting on 18 May 2017. Governors welcomed the final form of the plan and approved it for publication for consultation, subject to a final proof read and correction of some minor errors. They requested thanks to be passed to the Head of Marketing and his team for the excellent presentation of the document, which they felt would be effective across a wide range of audiences.</p> <p>RESOLVED: To approve the College Strategic Plan for 2017/18 for publication for stakeholder consultation.</p>	JS to pass on thanks
5.	<p>Minutes and Chair’s Report Search and Governance Committee</p> <p>5.1 The Chair presented his report on the Search and Governance Committee meeting held on 13 June 2017. The unconfirmed minutes were received for information. He confirmed that the Committee had considered the membership, structure and effectiveness of the Board, its own performance and its terms of reference. He confirmed that two members of the Board would be standing down at the end of their terms of office on 31 July 2017 and formally thanked them on behalf of the Board for their contributions to the College, with an opportunity for informal thanks and goodbyes over lunch. He recommended the reappointment of a number of members for a further term of office and recommended the Committee Terms of Reference for approval for 2017/18, unchanged. He also recommended a governor/co-opted committee member recruitment campaign for the next academic year to provide future succession planning in the areas of agriculture, HE and FE expertise and commercial financial experience. It was agreed that this recruitment should seek to include the Shropshire community and area should the merger proposals proceed. Members were able to approve the recommendations.</p> <p>5.2 RESOLVED:</p> <ol style="list-style-type: none"> 1. Approve the re-appointment of Alastair Taylor, Richard Ratcliffe, Jon Furber, Karol Bailey and Sonia Belfield for a term of 3 years from 1 August 2017; 2. Approve the Committee Terms of Reference for 2017/18 in their current form. 	
6.	<p>Minutes and Chair’s Report Finance and General Purposes Committee</p> <p>6.1 The Committee Chair presented his report on the meeting held on 23 June 2017. The unconfirmed meeting minutes were received for information. The report confirmed that the Committee had considered the areas of college activity within its remit, including Human Resources reporting, Health and Safety reporting, management accounts and student numbers/funding. He had no areas of concern to escalate to the Board. He confirmed that the Committee had considered its performance against its Terms of Reference and considered that it remains fit for purpose, with an acknowledgement that there will be a significant</p>	

	<p>focus on capital projects in the coming year as these all now reach the build stage with the completion of the College's sale of Kingsley Fields. He noted that the Committee had considered the approval of the College budget (item 7 following) and the Committee Terms of Reference for 2017/18 in their current form and that the Committee recommends approval of both.</p> <p>6.2 RESOLVED: To approve the Committee Terms of Reference for 2017/18 in their current form.</p> <p>6.3 The Clerk presented a College Insolvency Regime briefing for information. She confirmed that the information had also been considered at the Audit, Search and Governance and Finance and General Purposes Committee meetings. The Chair of the Audit Committee confirmed that he has asked internal and external auditors for their view. They had provided assurance that they foresaw no increased governor liability for a college such as Reaseheath with good governance scrutiny and sound financial management already in place. The Director of Finance and Resources confirmed that Directors' and Officers' liability cover is £5m and has been benchmarked against other colleges, showing that it is at the high end of cover. Governors requested that a simplified version of the insolvency briefing be made available to governors and included in governor induction and role descriptions for the forthcoming governor recruitment. In particular, the higher expectations placed on those governors who have a particular knowledge and expertise needs to be made clear in role descriptions, codes of conduct and inductions/training. They also requested that College insurers be asked to confirm that governors remain covered under the new requirements, as before.</p>	<p>JS include in governor information going forwards.</p> <p>GL to confirm cover with insurers.</p>
<p>7. Annual Budget 2017/18</p> <p>7.1</p> <p>7.2</p> <p>7.3</p>	<p>The Director of Finance and Resources presented for approval the College Annual Budget for 2017/18, financial plan and assumptions, including consideration of the ESFA financial plan checklist, which was incorporated into the report. He explained the accounting impact of the transfer of debt banking from Barclays to Santander and the completion of the sale of Kingsley Fields in the current financial year. Areas of discussion included the scrutiny provided by the Finance and General Purposes Committee, cash flow pinch points over the forecast model and the treatment of the scheduled income tranches of Kingsley Fields sale proceeds. Following discussion, members were able to approve the draft budget and financial plan.</p> <p>Governors considered Management Accounts for period 10 and took assurance on the solid underlying performance of the business.</p> <p>Members discussed the annual staff pay award for 2017/18, which would be subject to the AoC recommended award, yet to be published, and subject always to College budgeted targets being met.</p>	

7.4	<p>RESOLVED:</p> <ol style="list-style-type: none"> 1. To approve the College annual budget for 2017/18 and financial plan 2. To approve a staff pay award in line with the AoC recommended award or 1%, whichever is the lower percentage, subject to budgeted targets being met and confirmed in November 2017, with any pay award backdated to 1 October 2017. 	
8.	<p>Minutes and Chair’s Report Quality and Standards Committee</p> <p>8.1 The Committee Chair presented her report on the meeting held on 8 June 2017. The unconfirmed meeting minutes were received for information. The Committee confirmed that it had considered the effectiveness of the quality strategy and had received updated reporting on the Maths and English improvement strategy. The Committee Chair reported that progress on quality was good but that the College now needs to keep its foot on the accelerator to ensure that it can achieve the aspiration of moving to outstanding. Maths and English will remain a focus at each committee meeting.</p> <p>8.2 She shared the detailed debate held on safeguarding and, in particular, the increasing student mental health needs and the risk around self-harm and suicide, which is a national concern across the school and college sector. The Assistant Principal, Quality and Learner Services and the Vice Principal shared developments in resourcing and initiatives on student and staff wellbeing as well as initiatives for securing funding for more support services for student mental health in colleges. Areas of discussion included the challenge of accessing information about issues from prospective and current students as well as external agencies. Governors gave their support to the management team in resourcing support services in college sufficiently to deal with increasing demand. They reiterated the Committee’s recommendation: <i>The Committee recognised that the College is coming under increased pressure as a result of increased exam stress and mental health issues in general and that these issues could have serious impact on the individual students, the College and the local authority agencies. As a result, the Committee recommended:</i></p> <ul style="list-style-type: none"> • <i>that the College ensure its own safeguarding systems are as robust as they can be in proportion to the risk;</i> • <i>that the College proactively seeks support for additional resource, working with partner colleges and the AoC North West to urgently explore with those agencies with formal responsibility in this area so that the FE sector can access external professional resources and that agencies and colleges can work more closely together; and</i> • <i>engage Ofsted on the issue to explore their approach to the challenge.</i> <p>8.3 The committee confirmed that it had considered its performance against its terms of reference and reported that it considered it remained fit for purpose, and recommended its Terms of Reference for approval for the 2017/18 year.</p>	

8.4	RESOLVED: To approve the Committee Terms of Reference for 2017/18 in their current form.	
9.	<p>Minutes and Chair’s Report Higher Education Committee</p> <p>9.1 In the absence of the Committee Chair, Emily Thrane presented the Higher Education Committee report and the minutes of the meeting held on 13 June 2017, for information and approval of recommendations. She drew attention to the excellent contribution of the two co-opted members on the Committee. She noted the following items in the Chair’s report:</p> <ul style="list-style-type: none"> • The TEF outcome of Bronze, with promising data emerging this year that could enable an application to re-assess the standard next year • Assurance on strong performance data and applications and improved student satisfaction, including part-time students • The Committee had considered the draft HE strategy with suggestions for refinement of the final strategic document to be considered by managers • The OFFA Access agreement had been considered and the Committee supports the approach taken to re-align targets in the agreement • Assurance on the HEFCE Annual Provider Review that the College continues to meet expectations • Recommended approval of its Terms of Reference for 2017/18 <p>9.2 RESOLVED: To approve the Committee Terms of Reference for 2017/18 in their current form.</p>	
10.	<p>Chair’s Report Audit Committee</p> <p>10.1 The Committee Chair presented the Audit Committee report and the minutes of the meeting held on 6 July 2017, for information and approval of recommendations. He confirmed that the Committee had considered the areas of college activity within its remit and had received reporting on the college subsidiary company, DART Limited. He explained that the Committee had considered the annual appointment of auditors and makes recommendations to the Board. He noted that the internal audit reports raise no significant issues of concern to bring to the attention of the Board. He confirmed that the Committee had considered its performance against its Terms of Reference, considers that it remains fit for purpose and that its Terms of Reference are recommended unchanged for 2017/18.</p>	

10.2	<p>RESOLVED:</p> <ol style="list-style-type: none"> 1. Approve annual appointment of RSM as the College’s internal auditors for 2017/18 academic year 2. Approve the annual appointment of Mazars for the 2017/18 financial statements audit 3. Approve the External Audit Strategy Memorandum and the draft letter of engagement. 4. Approve the Internal Audit Strategy Memorandum 5. Approve the Annual Risk Management Report 6. Approve the Regularity Self-Assessment Questionnaire Report and authorise the Chair and the Principal to sign the Report. 7. Approve the Committee Terms of Reference for the 2017/18 year in their current form. 	
11.	<p>Safeguarding Annual Report</p> <p>The Vice Principal presented the safeguarding report, highlighting the forthcoming cross college safeguarding meeting where year-end data would be finalised. He therefore recommended that the report be made to the Autumn meeting each year going forwards in order to capture year-end information more effectively. Governors agreed and welcomed the reporting. Discussion focused on the earlier debate around mental health and wellbeing, as well as recent staff development initiatives in PREVENT and college security including the critical incident lock down drill at the recent staff development day. The Vice Principal updated members on the planned critical incident drill aimed at testing evacuation procedures if there was a fire in a Halls of Residence. The Head of Property confirmed that an audit of cladding and materials has taken place across the campus buildings and there are no areas of concern. The College will be responding to the ESFA survey on the issue. Governors received the report with thanks and supported the continued focus on PREVENT and fire safety with critical incident testing scenarios seen as an important part of the College’s management of risk.</p>	
12.	<p>Equality and Diversity Annual Report</p> <p>The Assistant Principal, Quality and Learner Services presented the Annual Equality and Diversity Report. He explained that a further report would be provided next term, with the finalised outcomes from the 2016-17 year and that, in future, the Annual report will be made in the Autumn term, as it can more easily capture year end outcomes. Members welcomed and received the report.</p>	
13.	<p>Appointment of Chair for the year 1 August 2017 – 31 July 2018</p> <p>RESOLVED: Richard Ratcliffe is appointed to the role of Chair for the year 1 August 2017 to 31 July 2018.</p>	

14.	<p>Appointment of Vice Chair/s for the year 1 August 2017 – 31 July 2018.</p> <p>RESOLVED: Dr Elizabeth Harrison and David Pearson are appointed to the role of Vice Chairs for the year 1 August 2017 to 31 July 2018.</p>	
15.	<p>The following items were approved: Register of Interests, subject to amendments provided to the Clerk.</p>	
16.	<p>The following items were received for information: Governor link visit feedback reports agreed to be circulated by email College Seal Report received.</p>	
17.	<p>Any Other Business</p> <p>There was no further business reported under Part A.</p>	
18.	<p>Date of next meeting</p> <p>The date of the next scheduled meeting was confirmed as 7 December 2017, but it was noted that a special meeting would be needed before then, to be arranged by the Chair and Clerk and notified to members.</p>	

Governors were joined for lunch by staff award winners.

Signed:

Dated: