

**REASEHEATH COLLEGE BOARD**  
**SEARCH AND GOVERNANCE COMMITTEE**

**Minutes of the meeting held on Tuesday 31 January 2017 at 1.00pm**  
**Committee Room, Reaseheath Hall**

Present: Richard Ratcliffe (Chair)  
Colin Baxter  
Meredydd David  
Jon Furber  
Dr Ian Graham  
David Pearson  
Emily Thrane

In attendance Jackie Schillinger (Clerk)

Item	Content	Action
1.	<p><b>WELCOME AND APOLOGIES FOR ABSENCE</b></p> <p>The Chair welcomed members to the meeting. There were no apologies for absence.</p>	
2.	<p><b>DECLARATIONS OF INTEREST</b></p> <p>The following interests were noted: 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. 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>Minutes of the meeting held on 27 October 2016 were approved as a correct record, with a couple of minor corrections, and signed by the Chair. No matters arising were raised.</p>	
4.	<p><b>MEMBERSHIP REPORT</b></p> <p>The Chair presented the membership report, including an update on board membership, link arrangements and committee membership, for discussion.</p> <p>Following discussion on succession planning and committee membership, it was agreed:</p>	

	<ul style="list-style-type: none"> <li>• Audit Committee co-opted membership recruitment should focus on skills from audit practice and use existing contacts in the industry to seek interested people;</li> <li>• There are two identified potential HE Committee external co-opted members and this is being progressed by the Principal and the Clerk;</li> <li>• Prospective external co-opted committee members should meet/talk to the committee chairs before formal appointment;</li> <li>• The board should not rush to reduce its membership from 17 external members to 15 this year, but those with their terms coming to an end this year should be contacted by the Chair to discuss flexibility on the term of re-appointment or indeed if they do not wish to be re-appointed;</li> <li>• One of the current Vice Chairs, Emily Thrane, is content to continue as a governor during the transition period for the college, if the governing body feels this is needed, but she confirmed that she is then looking to step back. An external co-opted role on the audit committee may then be considered as an option;</li> <li>• Succession planning was discussed in relation to the particular skills and experience of the more long standing members of the board. In particular members debated the challenges of retaining organisational memory and college identity amidst new partnership members, the potential structural changes ahead and likely senior team changes in the medium term due to retirement. There were risks and opportunities to a changing membership and all agreed that the identity of the college will evolve over the next few years. The external policy changes coming up will most likely require new inputs to keep pace with changes as well as a balance of retaining organisational memory;</li> <li>• Skills for the future group organisation and the governance structure including committees will be the focus of the governance planning this year, in planning for the potential merger with NSC;</li> <li>• The new NSC governors to be invited to attend an appropriate committee meeting this year, out of interest and preparation for next year: (Gillian Richards Finance and General Purposes; Edwina McQueen Quality and Standards; Jeremy Nichols Audit);</li> <li>• Rob Icke to join the Quality and Standards Committee and Karol Bailey to join the Remuneration Committee.</li> </ul>	<p><b>JS to organise as part of recruitment</b></p> <p><b>RR to arrange one to ones with those governors with terms ending this year</b></p> <p><b>RR to invite new governors to attend committees</b></p> <p><b>JS to confirm with RI and KB and add to structure</b></p>
<p><b>5.</b></p> <p>5.1</p>	<p><b>GOVERNANCE DEVELOPMENT PLAN 2016-17</b></p> <p>The Chair shared the training and development plan for governance for the 2016-17 year, agreed at the board meeting in December. It was agreed that a key area of strategic leadership development in 2016-17 is how governors provide strategic leadership to implement the area review recommendations with North Shropshire</p>	

<p>5.2</p> <p>5.3</p>	<p>College and with the University of Chester and the next stage of long term strategic planning for the Reaseheath group. Discussion focused on the Education and Training Foundation funded support that has provided the opportunity to work with a National Leader for Governance, Nick Martin to support governance this year. The possibilities for how this support may work included a combination of consultancy work with the Joint Steering Group, some work with the senior team and a workshop strategy session with the governing body (potentially on the afternoon of 18 May 2017) on governing structural change and group provision. The JSG would further consider the detail at its forthcoming meeting and the Clerk will progress with Nick.</p> <p>The Chair asked that the governing body's thanks be passed to the executive team for the huge amount of work they have put in, on top of the day job, to support implementation of the area review recommendation.</p> <p>It was agreed that the governance self-assessment in 2016/17 be validated by discussion with stakeholders as suggested by the staff governor in the December meeting.</p>	<p><b>JS and JSG to progress strategic leadership of change development</b></p> <p><b>JS to pass on thanks.</b></p> <p><b>JS/staff governor to work on process for self-assessment</b></p>
<p>6.</p>	<p><b>GOVERNANCE CONFLICTS OF INTEREST POLICY</b></p> <p>Members considered the draft policy as presented, made some recommendations for amendment and agreed to recommend the policy, as amended for approval at the forthcoming board meeting.</p>	<p><b>JS to email agreed changes to members and add to agenda for March board meeting.</b></p>
<p>7.</p>	<p><b>MEETINGS CALENDAR AND CYCLE OF BUSINESS 2017-18</b></p> <p>Members agreed the following changes to the draft calendar:</p> <ul style="list-style-type: none"> <li>• Search and Governance Committee meeting autumn term: Thursday 12 October 2017</li> <li>• Start time of the Finance and General Purposes Committee meeting in the spring and summer terms 2018 to start at the earlier time of 9.30am</li> </ul> <p>Subject to the above, members recommended the meetings calendar and cycle of business 2017/18 to the forthcoming board meeting for approval.</p>	<p><b>JS to add to agenda for March board meeting.</b></p>
<p>8.</p>	<p><b>REVIEW OF CONFIDENTIAL MINUTES</b></p> <p>The Chair presented the confidential minutes report and members accepted the recommendations contained therein, including the release of minute 4 of the Reaseheath College Board meeting on 14 July 2016 to the publically available minutes. The Clerk confirmed that the minute is available as part of the papers for this item and available on request.</p>	

<p><b>9.</b></p>	<p><b>MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES</b></p> <p>It was agreed that the Chair’s report to the board will include recommendation for approval of:</p> <ul style="list-style-type: none"> <li>• Calendar of minutes and cycle of business 2017/18;</li> <li>• Updated Committee Structure;</li> <li>• Governor Conflicts of Interest Policy.</li> </ul>	
<p><b>10.</b></p>	<p><b>ANY OTHER BUSINESS</b></p> <p>There was no other business reported.</p>	
<p><b>11.</b></p>	<p><b>DATE OF NEXT MEETING</b></p> <p>The date of the next meeting was confirmed as Thursday 8 June 2017 <b>at 12pm.</b></p>	

***The meeting closed at 2.30pm***

Signed:

Dated: