

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 12 October 2017 at 2.00pm
Committee Room, Reaseheath Hall

Present: Richard Ratcliffe (Chair)
Colin Baxter
Meredydd David
Elizabeth Harrison

In attendance Jackie Schillinger (Clerk)

Item	Content	Action
1.	<p>WELCOME AND APOLOGIES FOR ABSENCE</p> <p>The Chair welcomed members to the meeting, including Elizabeth Harrison, attending her first meeting. Apologies for absence were received and accepted from Dr Ian Graham and David Pearson. The meeting was quorate.</p>	
2.	<p>DECLARATIONS OF INTEREST</p> <p>The following interests were noted: Meredydd David, DART Limited director; Richard Ratcliffe, DART Limited director.</p>	
3.	<p>MINUTES AND MATTERS ARISING</p> <p>The minutes of the meeting held on 13 June 2017 were confirmed as a correct record and signed by the Chair.</p>	
4.	<p>MEMBERSHIP REPORT</p> <p>4.1 The Chair presented the membership report, including board membership, committee membership and link arrangements update. The committee confirmed the proposed link arrangements and committee membership for the 2017-18 year, which would be fully operational once this term's board appointments had been made.</p> <p>4.2 The committee considered the proposed board appointments. It was confirmed that the student governors are nominated by the Student Association and appointed by the board, as set out in the Instrument of Government. The other appointments are subject to consideration by the committee and recommended to the board. The committee considered the proposed appointments, targeted at particular skill needs on the governing body and succession planning. The committee agreed to progress with its advertising campaign for a governor with commercial farming experience and also to advertise for members with financial, audit and risk management experience, who may be interested in a co-opted committee role with a view to succession planning.</p>	

<p>4.3</p>	<p>The committee proposed that the clerk keep in touch with another prospective member who had expressed an interest in a governor role at the college and may be in a position to apply to join the governing body in 2018, bringing valuable education sector and funding body experience.</p> <p>Following consideration, it was resolved to arrange separate meetings for members of the committee with the three proposed independent members and, subject to these meetings, to make the following recommendations to the Board:</p> <p>RESOLVED: To recommend:</p> <ul style="list-style-type: none"> i. The appointment of the two student governors elected by the Student Association ii. The re-appointment of Rob Icke as a staff governor for a period of one calendar year from 7 December 2017 iii. The appointment of Professor Chris Gaskell as a member of the governing body for a period of 3 calendar years from 7 December 2017 iv. The appointment of Angela Potter as a member of the governing body for a period of 3 calendar years from 7 December 2017 v. The appointment of Peter Green as a member of the governing body for a period of 3 calendar years from a date to be agreed, depending on his retirement plans. 	
<p>5.</p>	<p>GOVERNANCE SELF-ASSESSMENT REPORT AND DEVELOPMENT PLAN</p> <p>The Clerk presented the governance self-assessment report and development plan and, following discussion, the committee recommended that it be presented to the governing body at its meeting on 7 December 2017.</p>	
<p>6.</p>	<p>STRATEGIC PLANNING PROCESS AND GOVERNOR INVOLVEMENT</p> <p>The Principal made a recommendation that the 3 year strategic planning process due to take place in 2017-18 be delayed until next year, to be replaced by a one year refresh, due to the change of Principal at the end of this academic year. Members agreed to make this recommendation to the governing body meeting in December.</p>	
<p>7.</p>	<p>ANNUAL REVIEW OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT</p> <p>The Clerk presented her report on the annual review of the Corporation's Instrument and Articles of Government. No substantive changes were recommended to the Instrument and Articles of Government but she recommended that a scheme of delegation be included, which summaries the chain of authority from the Board through the Chair, Principal and committees. The committee noted that it is recommended as a part of good governance to set out clear delegations and is expected in the sector. The Code of Good Governance for English Colleges states: <i>The board must ensure that there are organised and clear governance and management structures, with well-understood delegations and authorities.</i> Following consideration</p>	

	<p>of the report, the Committee agreed to recommend the following to the Board:</p> <ul style="list-style-type: none"> • Bringing together the constitutional documents into one place as the Reaseheath College Board Constitution. This is made up of the Instrument and Articles of Government, the Scheme of Delegation (new), the Standing Orders and the Terms of Reference for the committees. • No changes to the Instrument and Articles of Government • A scheme of delegation is included, which summaries the chain of authority from the Board through the Chair, Principal and committees. • The Standing Orders have been reviewed and updated in line with the changes to the Instrument and Articles that was made in December 2016. In addition, they now contain more specific guidance on meeting process for voting and resolutions – at 17. They have been streamlined to remove the ‘useful information’ for governors, as this will be provided in a shortened governor handbook that will be available online, and also provided to governors in hard copy and updated annually. 	
<p>8.</p>	<p>GOVERNANCE CONFLICTS OF INTEREST POLICY</p> <p>The committee considered and approved the annual review of the conflicts of interest policy and recommended that it be presented to the Board for approval at its meeting in December.</p>	
<p>9.</p>	<p>REVIEW OF CONFIDENTIAL MINUTES</p> <p>The Clerk presented the confidential minutes report and members accepted the recommendations contained therein.</p> <p>RESOLVED: The Committee approves the recommendation that the following minutes recorded under Part B in 2016-17 remain confidential as matters which, by reason of their nature, the Corporation is satisfied should be dealt with on a confidential basis and that these reasons remain and are not outweighed by the public interest in disclosure:</p> <ul style="list-style-type: none"> • DART Limited Directors Meeting Minutes (previously agreed by the Board as commercially sensitive); • Commercial matters covering the sale of land at Kingsley Fields and the on-going commercial relationship for the period of the completion agreement and the associated capital projects funding strategy which remain commercially sensitive; • Remuneration Committee Minutes, which remain confidential; • Minutes relating to the confidential strategic options discussions and working groups relating to the strategic partnership agreement with University of Chester and the Federation Agreement and potential merger negotiations with North Shropshire College. Noting that the government has published its Cheshire and Warrington Area Review report which provides sufficient information on decisions and rationale to satisfy the public interest in relation to the area review and that the outcome of the unsuccessful merger 	

	<p>negotiations has been publically communicated by the College.</p> <ul style="list-style-type: none"> • Minutes relating to a named person employed by the institution. 	
10.	<p>MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES</p> <p>The Chair's report to the Board would summarise the agenda items and recommend the proposed governor appointments.</p>	
11.	<p>ANY OTHER BUSINESS</p> <p>There was no other business.</p>	
12.	<p>DATE OF NEXT MEETING</p> <p>The date of the next meeting was confirmed as Tuesday 30 January 2018 at 1pm.</p>	

A PART B meeting followed.

The meeting closed at 3.20pm.

Signed:

Dated: