

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

**Minutes of the meeting held on Thursday 11 October 2018 at 3.45pm**  
**Committee Room, Reaseheath Hall**

Present: David Pearson, independent (Chair) (DP)  
Colin Baxter, independent (CB)  
Marcus Clinton, principal (MC)  
Francesca Francis, independent (FF)  
Dr Elizabeth Harrison, independent (EH)  
Richard Ratcliffe, independent (RR)

In attendance Jackie Schillinger (Clerk) (JS)

Item	Content
<p><b>1.</b></p> <p>1.1</p> <p>1.2</p> <p>1.3</p>	<p><b>WELCOME AND APOLOGIES FOR ABSENCE</b></p> <p>DP welcomed all to the meeting. FF was confirmed as a new member of the committee due to her role as Chair of the Higher Education Committee.</p> <p><b>RESOLVED: Francesca Francis is appointed as a member of the committee.</b></p> <p>There were no apologies for absence and the committee was quorate.</p>
<p><b>2.</b></p>	<p><b>DECLARATIONS OF INTEREST</b></p> <p>The following interests were noted:</p> <ul style="list-style-type: none"> <li>• MC and RR as directors of DART Limited.</li> </ul>
<p><b>3.</b></p>	<p><b>MINUTES AND MATTERS ARISING</b></p> <p>Minutes of the meeting held on 14 June 2018 were confirmed as a correct record and signed by the Chair.</p>
<p><b>4.</b></p> <p>4.1</p>	<p><b>GOVERNANCE SELF-ASSESSMENT REPORT AND DEVELOPMENT PLAN</b></p> <p>JS presented a report evaluating current governance practice against the Code of Good Governance for English Colleges. She explained that her evaluation indicates that the College has good solid governance practices against the requirements of the Code (expressed in the Code as ‘the College/Governing body ‘must’), but that there are areas of development against some areas of the Code that are best practice (expressed in the Code as ‘should’). She clarified that the evaluation has also been informed by responses to the self-assessment questionnaire and skills audit sent out to governors in August, though</p>

	<p>there were still a number of responses outstanding. She provided a summary of suggested areas for development in 2018-19, with reference to the Code.</p> <p>4.2 DP raised the point on how this evaluation also aligns with Ofsted requirements of effective leadership and management. All agreed that the evaluation should be triangulated with the Ofsted requirements as well and presented to the Board in December with this additional work feeding in to the development plan. DP suggested that an action plan could be developed from this review. MC suggested that high expectations, local needs and performance management should feature in the review of governance and actions coming out of it. MC also raised the issue of ensuring the College is using nationally recognised surveys that can provide reliable benchmark information. EH agreed with the caveat that survey work should aim to deliver the best information for the College in order to drive effective management decision making.</p> <p>ACTION: Clerk - Include Ofsted effectiveness of leadership and management in governance evaluation for Board report on governance self-assessment 13 December 2018</p> <p>4.3 DP raised the question of maximum membership term length of two four year terms set out as a recommendation in the Code, which differs from the College current practice of a maximum of three terms of three years. It was noted that membership can continue after the usual maximum if the member takes on a specific role, for example as Chair. Members discussed the benefits of having a mix of longer term members with organisational memory as well as ensuring a regular turnover of membership with new ideas, skills and experience. CB noted that some of the longer term members were still providing essential input in key areas. RR agreed that there needs to be a balance so as to retain key expertise where this is needed. FF suggested and all agreed that good regular succession planning was key and felt that the current membership mix on the Board demonstrated this. It was agreed that the current practice of membership terms complied with the principles of the Code and did not require amending, and could be explained in the governance statement of the annual accounts.</p> <p>4.4 DP informed the meeting that he has been invited to join a Department of Education group that is reviewing governance and this will probably include a review of the Code. Members noted that this involvement would be very helpful in ensuring college governance is following best practice.</p> <p>4.5 Members provided some further detailed feedback on the self-assessment evaluation, including typographical errors.</p> <p>4.6 <b>RESOLVED: To recommend the self-assessment evaluation for reporting to the Board in December, with the addition of a review of Ofsted criteria and an action plan.</b></p>
<p>5.</p> <p>5.1</p>	<p><b>MEMBERSHIP REPORT</b></p> <p>The meeting considered the membership report in detail, including the following matters: Board membership and succession planning; committee membership; and attendance summary. The key issues brought to the attention of members were:</p> <ul style="list-style-type: none"> <li>• the resignation of a governor with HR, expertise, which would need to be replaced;</li> <li>• the current constraints on attendance for a co-opted member of Audit Committee/DART Director and a governor with financial expertise, requiring leave of absence to be agreed, and consequent actions to ensure effective governance is maintained in these areas during this time.</li> <li>• the expiry of the current term of one of the staff governors in December 2018 and the requirement to recommend a process to the Board to go out to appoint to this role;</li> <li>• the current committee structure and membership to note and consider committee chairs for 2018-19.</li> </ul>

5.2	<p>The Committee considered the issues raised by the report. EH highlighted that Louise Young would need to be linked with a new mentor now that Sonia had resigned. JS agreed to pick this up with Louise when she met her later this month. JS noted that Sonia would still provide HR input as a co-opted member for the Remuneration Committee and via her link with the College HR Director. All agreed that a leave of absence from attendance should be given as recommended in the report in relation to this academic year to the co-opted member of audit/DART director (due to current health issues) and the governor with financial expertise (due to current work commitments). DP noted that the member with financial expertise continues to provide oversight outside of meetings in one to one meetings with the Principal and the Chief Finance Officer.</p>
5.3	<p>FF asked whether an annual report to the Board should be made to include equality and diversity of board membership as well as the self-assessment and skills and experience membership reporting. All agreed this has been provided previously in the Board profile report and this should be repeated and reported in an annual governance report.</p>
5.4	<p><b>RESOLVED: To recommend leave of absence from attending meetings for member Jon Furber and for co-opted Audit Committee member Emily Thrane, to be reviewed at the next meeting.</b></p> <p>ACTION: Clerk – link up new mentor for LY  ACTION: Clerk - Board profile and annual governance report for 2018-19 academic year.</p>
5.5	<p>In terms of committee membership, DP gave his view that the Chair of the Board ought not to chair any other committees apart from the Search and Governance Committee, on the rationale that the main college business committees report in to the Board and having separate chairs ensures effective layers of scrutiny in this governance structure. DP noted that he cannot chair the Remuneration Committee in any event under the Board’s constitution now that he is Board Chair and a new chair for this committee will be needed. Equally, he would like step down from chairing the Quality and Standards Committee and recommended that Alastair Taylor, currently Vice Chair of Quality and Standards takes on this role. The other members of the committee agreed with this approach. DP confirmed that he would like to remain a member of these committees and would also like to join the Finance and General Purposes Committee as a member. RR raised the question of membership of the Audit Committee and it was noted that good governance requires that membership of the Audit Committee and the Finance and General Purposes Committee is kept separate with the Chair of the Board not being a member of the Audit Committee. RR asked whether one of the Vice Chairs should be a member of Audit Committee. JS agreed to check whether this would be best avoided given the membership separation requirements and would report back. FF suggested that she would be happy to join the Audit Committee if this was felt helpful.</p> <p><i>[Post meeting note: JS confirms that it would be preferable if Vice Chair/s were not members of Audit and that FF could therefore be recommended as a member of Audit, as suggested in the meeting].</i></p>
5.6	<p>Membership of the DART Board was also discussed, with Andrew Fletcher and Jane Cowell approached as to whether they may be interested in becoming involved. It was agreed that they may wish to have a conversation with the current Chair of the DART Board and attend a meeting to find out more about the organisation before a decision on membership is made.</p>
5.7	<p>RR asked whether the governor one to ones conducted by the Chair could perhaps be shared out between the Chair and Vice Chairs this year to help with the time commitment involved in this process. DP thanked RR for this suggestion and explained that he was planning to start these meetings as well as organising a 360 review of himself as Chair this year, to ensure open and transparent scrutiny of all aspects of governance.</p>

5.8	<p><b>RESOLVED: To recommend the following Committee membership:</b></p> <ul style="list-style-type: none"> <li>i. <b>A new Chair of Remuneration Committee is appointed at the next meeting of the Committee:</b></li> <li>ii. <b>Alastair Taylor is nominated as Chair of Quality and Standards Committee;</b></li> <li>iii. <b>The Chair of the Board remains a member of Remuneration Committee and Quality and Standards Committee and also joins Finance and General Purposes Committee;</b></li> <li>iv. <b>Audit Committee membership is further strengthened [FF – see post meeting note].</b></li> </ul>
6.	<p><b>STRATEGIC PLANNING PROCESS AND GOVERNOR INVOLVEMENT</b></p> <p>MC shared the proposed strategic planning process this year, including the meet the teams work already underway and the planned staff strategic conference in January. MC confirmed that governors would be invited to this staff conference and that a strategic planning day with governors and the executive team would follow in February and include an evening event as well. Committee members welcomed this approach. EH suggested that an amount of time should be spent on future gazing and really trying to envisage the kind of environment we will operate within in the future. Members agreed that the strategic planning process be shared with the Board in November and dates arranged for diaries.</p>
7.	<p><b>FE SENIOR PAY CODE CONSULTATION</b></p> <p>7.1 DP introduced a paper recommending that the College welcome the FE Senior Pay Code and respond accordingly to the Association of Colleges consultation on the proposed code. The paper explained that the proposed code sets out good practice requirements in relation to the pay of senior post holders (the Principal and any other senior staff designated as SPHs) and mirrors the Higher Education Code. It is a requirement to comply with the HE Code in order to be registered with the Office for Students and the proposed FE Code is intended to provide that same assurance to the Office for Students in relation to FE providers of HE.</p> <p>7.2 JS commented that she felt current governance practice closely mirrors the principles set out in the Code and so, as good governance, it makes sense to adopt and welcome the Code. DP added that he and JS attended an AoC governance event recently, where the Code was considered. The overall response was that colleges should not have difficulty adopting the Code if they currently have good governance processes in place around SPH pay and that the response to the consultation is likely to be a positive one from colleges.</p> <p>7.3 JS noted that the areas where some work will be needed will be on annual reporting but, subject to this, the College should be able to adopt and operate to the Code from December 2018, so that it will apply to the end of year reporting for 2018-19 and thereafter. Members welcomed and agreed with the recommendation in the paper.</p> <p>7.4 <b>RESOLVED: To respond to the Senior Pay Code consultation indicating the College’s support for the proposed code and the intention to adopt it when published.</b></p>
8.	<p>The Committee considered the following governance business documents presented by the Clerk: Annual College Governance Business Cycle; Draft Forward Plan of Business 2018-19; and Good practice Board Minutes Review. Members approved the Annual College Governance Business Cycle and Draft</p>

	<p>Forward Plan of Business 2018-19 for recommendation to the Board. In relation to the review of minute writing and publication, DP suggested that the granularity of minutes be increased to show comments and questions of individual governors to reflect good governance in the light of increased accountability responsibilities in recent years and in particular in relation to the forthcoming insolvency regime. CB agreed with the suggested approach but questioned how far it was needed to go in terms of detail. EH also supported the approach as long as it did not result in inhibiting open and honest debate and suggested that the new approach be piloted to keep an eye on the level of free flowing debate. FF agreed that piloting the approach would be a good way forward. DP confirmed that recording key exchanges in relation to the fundamental business of the meeting would be important as would good board process and reporting, and that it should not mean that everything would need to be recorded, but that the Clerk will seek to achieve the right balance. It was agreed to highlight this change in approach as a pilot to the Board in the November meeting.</p>
<p><b>9.</b></p> <p>9.1</p> <p>9.2</p>	<p><b>ANNUAL REVIEW OF GOVERNANCE DOCUMENTS</b></p> <p>JS presented her annual review of governance documents. Members approved the review recommendations and provided some detailed input on typographical errors, which will be corrected before the documents are published on College website. It was agreed that the statement on student engagement could be updated slightly before publication, for example to include the meet the teams and strategic planning process.</p> <p><b>RESOLVED: To recommended the following to the Board for approval:</b></p> <ul style="list-style-type: none"> <li>i. <b>The Constitution (Instrument and Articles, Scheme of Delegation, Standing Orders and Terms of Reference) - A change is recommended in red on page 5 to better align to the change to the eligibility/automatic disqualification of charity trustees from 1 August 2018</b></li> <li>ii. <b>Declaration of Eligibility and Code of Conduct – the eligibility declaration has been updated to comply with the changes to the Charities Act</b></li> <li>iii. <b>Governor Conflicts of Interests Policy</b></li> <li>iv. <b>Statement on arrangements for obtaining the views of students and staff.</b></li> </ul>
<p><b>10.</b></p> <p>10.1</p> <p>10.2</p>	<p><b>REVIEW OF CONFIDENTIAL MINUTES</b></p> <p>JS presented her review of minutes currently recorded under Part B. Members considered and approved the recommendation in the report.</p> <p><b>RESOLVED The Part B minutes 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. These items are:</b></p> <ul style="list-style-type: none"> <li>i. <b>DART Limited Directors Meeting Minutes (previously agreed by the Board as commercially sensitive);</b></li> <li>ii. <b>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;</b></li> <li>iii. <b>Remuneration Committee Minutes, which remain confidential;</b></li> <li>iv. <b>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</b></li> </ul>

	<p>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 negotiations has been publically communicated by the College.</p> <p>v. Minutes relating to a named person employed by the institution.</p>
<b>11.</b>	<b>ITEMS FOR APPROVAL</b>
11.1	<p>JS presented the following items for approval: Procedure for Complaints against the Corporation; Policy for Obtaining Legal Advice; and Policy on Reimbursement of Governor Expenses. DP and all members welcomed the policies and procedures as good governance to ensure clarity over these important areas. Discussion then focused on the expense policy as the recommendation in the paper would see governor expenses aligned more closely with the way that staff expenses are treated. The result would be to reduce the governor car mileage amount from 45 pence per mile to 40 pence per mile for the first one hundred miles of any journey and 25 pence per mile thereafter. The policy would also make clear that overnight accommodation would seek to align with the staff policy to seek a Premier Inn rate through the college booking system wherever possible. DP noted that the HMRC rate of 45 pence per mile has been applied to governors the legally recognised rate and that this could still be claimed back if the rate was reduced by the College, and so it may be best to retain this rate but to align the other elements with the staff policy, as suggested. Whilst recognising this, EH and FF suggested that on whole it would be best to align with the treatment of college staff and, following discussion, this approach was agreed by members.</p>
11.2	<p><b>RESOLVED: To recommend the following policies and procedures to the Board for approval</b></p> <ul style="list-style-type: none"> <li>i. <b>Procedure for Complaints against the Corporation;</b></li> <li>ii. <b>Policy for Obtaining Legal Advice;</b></li> <li>iii. <b>Policy on Reimbursement of Governor Expenses</b></li> </ul>
<b>12.</b>	<b>MATTERS TO REPORT TO THE BOARD</b>
	<p>RESOLVED: Francesca Francis is appointed as a member of the committee</p> <p>RESOLVED: To recommend the self-assessment evaluation for reporting to the Board in December, with the addition of a review of Ofsted criteria and an action plan</p> <p>RESOLVED: To recommend leave of absence from attending meetings for member Jon Furber and for co-opted Audit Committee member Emily Thrane, to be reviewed at the next meeting.</p> <p>RESOLVED: To recommend the following Committee membership:</p> <ul style="list-style-type: none"> <li>i. A new Chair of Remuneration Committee is appointed at the next meeting of the Committee:</li> <li>ii. Alastair Taylor is nominated as Chair of Quality and Standards Committee;</li> <li>iii. The Chair of the Board remains a member of Remuneration Committee and Quality and Standards Committee and also joins Finance and General Purposes Committee;</li> <li>iv. Audit Committee membership is further strengthened [FF – see post meeting note].</li> </ul> <p>RESOLVED: To respond to the Senior Pay Code consultation indicating the College’s support for the proposed code and the intention to adopt it when published.</p>

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<p><b>13.</b></p>	<p><b>ANY OTHER BUSINESS</b></p> <p>No other business was reported.</p>
<p><b>14.</b></p>	<p><b>DATE OF NEXT MEETING</b></p> <p>The date of the next meeting was confirmed as Thursday 29 January at 1pm.</p>

The meeting closed at 5.50pm