

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Tuesday 29 January 2019 at 1.00pm
Committee Room, Reaseheath Hall

Present: David Pearson, independent (Chair) (DP)
 Marcus Clinton, principal (MC)
 Francesca Francis, independent (FF)
 Dr Elizabeth Harrison, independent (EH)

In attendance Jackie Schillinger (Clerk) (JS)

Item	Content
1.	<p>WELCOME AND APOLOGIES FOR ABSENCE</p> <p>DP welcomed all to the meeting. Apologies were received and accepted from Colin Baxter and Richard Ratcliffe. The meeting was declared quorate.</p>
2.	<p>DECLARATIONS OF INTEREST</p> <p>The following declarations were noted</p> <ul style="list-style-type: none"> • MC as a director of DART Limited • EH in relation to item 4, for which she left the meeting during the relevant discussion • DP for item 4 in relation to the potential new member who is known to DP, for which he left the meeting during the relevant discussion.
3.	<p>MINUTES AND MATTERS ARISING</p> <p>3.1 The minutes of the meeting held on 11 October 2018 were confirmed as a correct record and signed by the Chair.</p> <p>3.2 In relation to matters arising:</p> <ul style="list-style-type: none"> • DP and all members agreed that the change to more granular minute recording was working well and not stifling discussion in meetings, with the balance about right, with thanks to JS for achieving this balance. JS confirmed that this change to the minutes was communicated to all board members in the Chair's report to the minutes. • The need for a new mentor for one of the associate members was discussed and FF confirmed she would be willing to take on this role, subject to DP having a review with the associate member as part of the governor performance review process to determine the member's thoughts on her development needs.

<p>4.</p> <p>4.1</p> <p>4.2</p> <p>4.3</p> <p>4.4</p> <p>4.5</p> <p>4.6</p> <p>4.7</p>	<p>MEMBERSHIP REPORT</p> <p>The meeting considered the membership report in detail, including board membership, succession planning and skills audit. The key issues brought to the attention of members were:</p> <ul style="list-style-type: none"> • The current membership register and the expiry of the current terms of three independent governors in July 2019 • Consideration of a potential member/associate member to further strengthen finance and risk management expertise on the board • Consideration of the current skills audit mix on the board to inform planning for the next few years • Requirement to implement the support staff governor recruitment process in advance of the board meeting in March 2019. <p>In relation to the two University of Chester members whose terms are due to expire in July 2019, members agreed that it would be sensible with the Vice Chancellor’s retirement at the end of the year to extend the term to the calendar year end 2019, to allow the new Vice Chancellor of the University to nominate members, in accordance with the strategic alliance agreement. It was agreed that MC would speak to the current Vice Chancellor about this suggestion to confirm this as an appropriate course of action. EH noted that the change of Vice Chancellor is something to flag on the risk register in terms of ensuring the strategic relationship continues to build on the strong partnership working already in place.</p> <p>RESOLVED: To recommend to the board the re-appointment of Professor Tim Wheeler and Charlie Woodcock for a further term from 1 August 2019 to 31 December 2019.</p> <p><i>EH left the meeting.</i></p> <p>DP nominated EH for a further term of three years, due to her significant contribution to the governance of the college, with excellent attendance and her responsibilities as Vice Chair and as Chair of the Finance and General Purposes Committee. The nomination was seconded and all were in favour.</p> <p>RESOLVED: To recommend to the board the re-appointment of EH for a further term of three years from 1 August 2019.</p> <p><i>EH re-joined the meeting.</i> <i>DP left the meeting. EH chaired the meeting</i></p> <p>EH recommended consideration of Professor Gary Crowe as a member or associate member of the board, to further strengthen finance and risk management expertise on the board. Members considered and discussed the CV provided, which showed very strong commercial finance, banking and risk management experience as well as HE sector and non-executive/governor roles in the NHS and education sector more widely. Members also noted that he had a farming background. MC noted that he had spoken to Professor Tim Wheeler of the University of Chester, who was very supportive of the potential involvement of Professor Crowe. EH summarised that the meeting agreed to contact Professor Crowe and if he is still interested in being involved, to meet with him in the usual recruitment process and, if appropriate, to recommend appointment initially as an associate member either in March or July, with the sooner date being preferable, if possible.</p> <p><i>DP re-joins the meeting and resumed chair of the meeting.</i></p> <p>The meeting noted that the support staff governor recruitment process needed to take place before the board meeting in March. <i>Action: JS</i></p>
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4.8	<p>The meeting considered the current skills audit summary and skills mix on the board. DP gave his view that it would be important to consider appointing another qualified accountant when the opportunity arose, to build this expertise further and as succession planning to replace the current accountancy member in due course. He commented that the current member was struggling to attend meetings on a Thursday and he suggested that the board look at its summer term meetings and next year's meetings to see if it can accommodate a different day, preferably Wednesdays. All agreed. <i>ACTION: JS to consider for summer term and next year's calendar.</i></p>
4.9	<p>EH asked for further views on the skills audit. MC wondered if the board had enough breadth to cover the curriculum across college. Equine, Animal Management and Engineering were discussed and it was agreed that current members had relevant experience but that it would be important to keep an eye on breadth, with other areas of curriculum such as Sport noted as an area where there is no direct link. EH highlighted that the other areas showing as needing focus when the opportunity arises include HR and ICT/Digital. FF suggested contacts involved in HS2 could also be something to consider, with the apprenticeship opportunities that this will bring. FF asked the committee to also consider what it can do to increase diversity on the board. DP and FF gave examples of what they did in their respective previous roles to try and increase diversity at board level. All agreed to highlight the discussion on the skills audit and board diversity to the full board for future action.</p>
5.	<p>GOVERNANCE DEVELOPMENT PLAN REVIEW</p>
5.1	<p>JS presented the report evaluating progress on the governance development plan for 2018-19, including governor training and development and a suggested review of the governance calendar/development opportunities. The meeting considered the actions reported against the governance action plan, in order to provide assurance to the board on progress. The meeting also considered the governor development that has been undertaken and that is in place, as well as future plans. All agreed that the report showed good progress against the action plan so far this year, with more planned, including a peer review of governance in partnership with another land-based college during the governor away event in May.</p>
5.2	<p>The meeting then considered the suggested additional development opportunities as a way to better support the achievement of the action plan and enhance the continuous improvement of governance. The meeting supported a joint HE and FE curriculum meeting in April and an additional development event to be held each year in September and agreed to recommend the same to the board.</p>
6.	<p>STRATEGIC PLANNING EVENT</p> <p>MC shared the draft agenda for the governor strategic planning event on 28 Feb and 1 March 2019. The meeting welcomed the draft. EH asked that the link between the external key drivers and the college's emerging strategic themes be made clear in the first part of the event. FF wondered if the college had considered facilitation for the day on 1 March and MC agreed to consider the merits and possibility. DP welcomed the time invested in strategy, as he considered the board needed to aim for the right balance between strategy and operational board business as being around 60% strategy and 40% operational. The meeting received the draft agenda and looked forward to the event.</p>
7.	<p>MATTERS TO REPORT TO THE BOARD/OTHER COMMITTEES</p> <p>DP summarised the matters to be reported in the committee report to the board, as follows:</p> <ul style="list-style-type: none"> • The recommended re-appointment of Liz Harrison for a term of three years from 1 August 2019; • The recommended re-appointment of Professor Tim Wheeler and Charlie Woodcock for a period of five months from 1 August 2019 to 31 December 2019; • The recommended consideration for appointment of Professor Gary Crowe as an associate

	<p>member, following the usual recruitment protocol;</p> <ul style="list-style-type: none"> • The discussion in the meeting on the skills audit, succession planning and board diversity; • The good progress against the governance action plan so far this year, with more planned, including a peer review of governance in partnership with another land-based college during the governor away event in May. • The recommendation for a joint HE and FE curriculum meeting in April and an additional development event to be held each year in September. • The consideration of moving board meetings to a Wednesday for the summer term and for next year's calendar.
8.	<p>ANY OTHER BUSINESS</p> <p>There was no other business reported to the meeting.</p>
9.	<p>DATE OF NEXT MEETING</p> <p>The date of the next meeting was confirmed as 6 June 2019 at 2pm.</p>

The meeting closed at 2pm.

Signed:

Dated: