

REASEHEATH COLLEGE BOARD
SEARCH AND GOVERNANCE COMMITTEE

Minutes of the meeting held on Thursday 6 June 2019 at 2.00pm
Committee Room, Reaseheath Hall

Present: 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>Apologies were received and accepted from Colin Baxter, Richard Ratcliffe and David Pearson. In the absence of the Chair, EH chaired the meeting. 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
3.	<p>MINUTES AND MATTERS ARISING</p> <p>Part 1 of the minutes of the meeting held on 29 January 2019 were approved as a correct record and signed by the Chair.</p>
4.	<p>MEMBERSHIP REPORT</p> <p>4.1 The clerk presented the membership report including</p> <ul style="list-style-type: none"> • Board membership and succession planning • Skills analysis summary • Committee membership • Link governor arrangements • Attendance summary <p>4.2 The report requested members to consider the following:</p> <ul style="list-style-type: none"> • The current membership register and note expiry of the current terms of three independent governors at the end of July 2019 and recommendations on re-appointment; • Attendance records and contributions for consideration; • The intention of a member of the board to step down at the end of 2018-19 academic year, and the proposal that he continue to contribute as a co-opted member of the FGP committee;

	<ul style="list-style-type: none"> • The proposal to recommend two of the current associate members to become full governors from 1 August 2019; • Consideration of a further member/associate member to further strengthen qualified accountancy expertise on the board for recruitment in the autumn term 2019; • Consideration of the current skills mix on the board to further inform planning; • Consideration of Committee membership for 2019-20 and recommendations to the Board; • Consideration of link arrangements for 2019-20 and recommendations to the Board. <p>4.3 It was agreed that the attendance summary, whilst providing assurance and good attendance levels, would be more representative if the 'leave of absence' members were not included. The clerk would re-calculate on this basis. Recommendations on committee membership and link arrangements for 2019-20 are included in the attached documents to these minutes (<i>not provided with minutes</i>). The proposed re-appointments of Dr Elizabeth Harrison, Prof Tim Wheeler and Charles Woodcock were approved at the previous committee meeting and will now go forward for approval by the Board.</p> <p>4.4 The committee recommended that a further qualified accountant member is sought to join the Reaseheath College Board to supplement the existing financial expertise and for succession planning purposes. Members recommended that the recruitment process should consider the need to increase diversity of Board membership in its advertising/recruitment campaign. In order to accommodate a small increase in numbers for succession planning purposes the committee recommended increasing the maximum number of independent governors to 19 members (up from 17), (following college consultation, as it requires a change to the Instrument and Articles), such recommendation to be brought back to the Board meeting in the autumn term for decision.</p> <p>4.5 The committee discussed the upcoming vacancy on the University of Chester Council for the 2019-20 academic year and it was agreed that the Clerk and the Council Secretary would liaise on the opportunity and report back to the committee.</p> <p>4.6 RESOLVED: The committee therefore recommends the following for approval:</p> <ul style="list-style-type: none"> • The re-appointment of Elizabeth Harrison and Charles Woodcock as members of the Board for a period of three years from 1 August 2019 • The re-appointment of Prof Tim Wheeler as a member of the Board from 1 August 2019 to 31 December 2019 • The appointment of Mike Gorton and Jane Cowell as members of the Board for a period of three years from 1 August 2019 (at the end of their term as Associate members) • Committee membership and link governor arrangements for 2019-20
<p>5.</p> <p>5.1</p>	<p>SUBSIDIARY COMPANY GOVERNANCE</p> <p>The Clerk presented her report on subsidiary company governance. Members considered the current arrangements, including the Memorandum of Understanding that sets out the relationship and governance arrangements and the current membership of the board. Members noted that the non-executive membership requires refreshing as the current non-executive members are stepping down at the end of the academic year. Members noted also that the current staff member position will also need refreshing at the end of its current term of the staff member to reflect good governance practice in regularly refreshing board membership.</p>

<p>5.2</p> <p>5.3</p> <p>5.4</p>	<p>In terms of reporting to the college governing body, members noted that currently:</p> <ul style="list-style-type: none"> • The DART Board meets every term and the minutes are reported to the full board; • In the Spring term a deep dive session was carried out at the board meeting; • A DART risk register was developed in the Spring term, which is reported to Audit and the full board termly; • DART is included in the college group strategic risk register; • A DART update report is now taken to the board each term, alongside the minutes; • Audit reporting on DART is carried out by college auditors, is included in the group audit plan and reports are reported to the college audit committee. <p>The committee considered new governor and independent membership for the DART Board for 2019-20 and whether the above reporting requirements could be recommended to the college governing body. Members suggested that the termly update reporting to the college governing body (as well as minutes) should continue and that DART performance reporting should also be included in Quality and Standards and Finance and General Purposes Committees' as appropriate each term. Members agreed that, with the suggested additions in reporting to the governing body, the reporting framework should be sufficient to gain assurance on subsidiary company performance. Subject to the agreement of both independent governors, the committee suggested that Peter Green and Jane Cowell be recommended for appointment as non-executive directors of the subsidiary company.</p> <p>RESOLVED: The committee recommended the following: The governor membership of the DART Board is refreshed with Peter Green and Jane Cowell appointed as Non-Executive Directors of DART Limited.</p>
<p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p>	<p>GOVERNANCE DEVELOPMENT PLAN REVIEW</p> <p>JS presented the report evaluating progress on the governance development plan for 2018-19, including governor induction, training and development in 2018-19. 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 in place, as well as future plans. The committee supported the proposal that the Chair undertake the ETF Chair's programme that is recommended by the FE Commissioner in relation to the emphasis on 'well led' colleges.</p> <p>Members considered the feedback from the Hartpury event and initial feedback from the self-assessment questionnaire responses received so far. Members agreed that a full draft self-assessment report will be presented to the board in the autumn term once the feedback has been collated and following the final board meeting of the academic year.</p> <p>RESOLVED: the committee supports the proposal for the Chair to undertake the ETF/Said Business School Chair's Leadership programme.</p>
<p>7.</p> <p>7.1</p> <p>7.2</p>	<p>CALENDAR OF MEETINGS 2019-20</p> <p>The meetings calendar for 2019-20 was presented for approval.</p> <p>RESOLVED: To recommend the meetings calendar for 2019-20 to the Board for approval</p> <p><i>Post meeting note: Due to the HE graduation ceremony at Chester Cathedral on 6 November 2019, the November Board meeting has been moved to 13 November.</i></p>

8.	SELF-ASSESSMENT
8.1	<p>The Clerk presented the self-assessment process recommendations for 2018-19 self-assessment. These included:</p> <ul style="list-style-type: none"> • Annual self-assessment questionnaire • Skills audit • Review against the Code of Good Governance/Development plan; • Committee self-assessments in summer term meetings; • Attendance data; • Visit and workshop session at Hartpury; • Individual performance reviews with the Chair in order to feed into the collective self-assessment; • Chair 360 review; • RSM internal audit governance audit.
8.2	<p>Members agreed the above process for the assessment of governance performance in 2018-19 and considered the feedback from the Hartpury event as well as initial feedback from the self-assessment questionnaire responses received so far. Members agreed that a full draft self-assessment report will be presented to the board in the autumn term once the feedback has been collated and following the final board meeting of the academic year.</p>
8.3	<p>Members considered the activities of the committee against its terms of reference in 2018-19. The committee recommended that the new Chair of the Quality and Standards Committee join the committee and that some further work on looking at other colleges' governance practices to achieve best practice, be looked at next year. The committee also suggested an addition to the Terms of Reference for 2019-20, to include the responsibility to oversee the governor link arrangements.</p>
9.	<p>MATTERS TO REPORT TO THE BOARD</p> <p>The committee recommends the following to the Board:</p> <ul style="list-style-type: none"> • The re-appointment of Elizabeth Harrison and Charles Woodcock as members of the Board for a period of three years from 1 August 2019 • The re-appointment of Prof Tim Wheeler as a member of the Board from 1 August 2019 to 31 December 2019 • The appointment of Mike Gorton and Jane Cowell as members of the Board for a period of three years from 1 August 2019 (at the end of their term as Associate members) • The governor membership of the DART Board is refreshed with Peter Green and Jane Cowell appointed as Non-Executive Directors of DART Limited. • The meetings calendar for 2019-20 • Committee membership and link governor arrangements for 2019-20 • Its TOR for approval.
10.	<p>ANY OTHER BUSINESS</p> <p>There was no other business reported to the meeting.</p>
11	<p>DATE OF NEXT MEETING</p> <p>The date of the next meeting was confirmed as 10 October 2019 at 2pm</p>

The meeting closed at 4pm

Signed:

Dated: